ANNUAL REPORT

SYNGENTA FINANCE N.V.
AMSTERDAM

on the financial statements 31 December 2013

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Directors' report

General

Syngenta Finance N.V. (hereafter the "Company") was incorporated on 20 March 2007. Its principal activities are to borrow, lend and raise funds in order to finance Syngenta group companies. All raised funds are lent to the sole shareholder Syngenta Treasury N.V. The Company's ultimate holding company is Syngenta AG, Switzerland.

Services are fully dependent on developments within the Syngenta group. No substantial change of services is foreseen.

Financial

2013 was a profitable year for the Company. In 2013 the interest income of the Company amounted to USD 105,238,000 (2012 USD 95,323,000). The gross interest margin in 2013 was USD 1,105,000 (2012 USD 269,000). The increase in the gross interest margin is mainly driven by the retroactively settlement of a spread in 2013 for the bonds issued in March 2012. This spread relates to nine months in 2012 as well as the full year 2013. The total impact for 2013 including the retroactively settlement of the spread is USD 1,028,000. In line with the increased gross interest margin, the profit before tax increased from USD 722,000 in 2012 to USD 1,572,000 in 2013.

The current ratio in 2013 is 1.01 (2012: 1.08) and the debt ratio 0.997 (2012: 0.998). The Company did not pay any dividend to its shareholders. Given the financial position both the liquidity and solvability are not considered to be an issue. The Eurobond issued in 2009 with a face value of EUR 500,000,000 will mature on 30 June 2014. However, the Company intends to refinance this bond with another bond during 2014.

The Company's interest rates, duration and terms of financial assets and liabilities as well as their currency are generally matching. This limits the exposure to interest rates and foreign exchange rates and as a consequence of that leading to a reduced liquidity risk. In addition, all Company's obligations to third parties on the money markets, credit and capital markets are guaranteed by Syngenta AG and covered by loan receivables from other members of the Syngenta Group. Furthermore, the company has indirectly access to a currently unused committed credit line with a well-diversified banking group in the amount of USD 1,500,000,000.

Although the Company's interest income and profitability are exposed to fluctuations in foreign currency and interest rates, the Company has transferred all foreign currency and interest rate risk on to Syngenta group companies with mirroring conditions, leaving no exposure at the Company level. The nature of Company's business exposes it to a range of financial risks. These risks include (i) market risks, which include potential unfavourable changes in foreign exchange rates and interest rates, (ii) counterparty credit risk and (iii) liquidity and refinancing risk.

The Company participates in the global, integrated risk management processes of the Syngenta Group. 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 group. In accordance with its Treasury policy, the Company actively monitors and manages financial risks.

Financial instruments available for use to mitigate these risks are selected by the Company 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. The Company does not enter into any speculative financial transactions. The details of the Treasury policy are described below.

All funds borrowed are lent on a back to back basis to Syngenta Treasury N.V., leaving no currency and interest rate exposure at the Company level.

As of 31 December 2013, the Company had no financial transactions that represented a significant concentration of credit risk neither was exposed to any significant liquidity risk due to cash generated from operations of the Syngenta Group Companies, with additional access to capital markets through a USD 2,500,000,000 Global Commercial Paper program backed by a USD 1,500,000,000 committed, revolving, multi-currency, syndicated credit facility.

At the general meeting of shareholders it will be proposed to add the profit of 2013 to retained earnings.

Personnel
There are no employees in service of the Company. The expectation is that this will not change in the next twelve months. Treasury and financing services are rendered from Syngenta group companies.

Research and Development
The company does not perform research and development activities.

Board composition
As of 1 January 2013 the Act on Management and Supervision (‘Wet Bestuur en Toezicht’) came into effect. With this Act, statutory provisions were introduced to ensure a balanced representation of men and women in management boards of companies governed by this Act. Balanced representation of men and women is deemed to exist if at least 30% of the seats are filled by men and at least 30% are filled by women.

The Board of Directors of the Company consists of eight directors. One seat is taken by a woman. Since the company does not comply with the law in this respect, it has looked into the reasons for non-compliance. The board recognizes the benefits of diversity, including gender balance. However, the Board feels that gender is only one part of diversity. The Board members will continue to be selected on the basis of wide ranging experience, backgrounds, skills, knowledge and insights.

Subsequent events
No significant subsequent events occurred after the end of the financial year.

Prospects for 2014

Investments
The Company will continue its activities for financing Syngenta group companies. The level of investments during 2014 is fully dependent on developments within the Syngenta group.

Management statement
Management declares that, to the best of their knowledge, financial statements give a true and fair view of the assets, liabilities and profit or loss of the Company. The annual report gives a true and fair view of the financial position as per the balance sheet date and the developments and performance of the Company during the financial year and the principal risks the Company faces are described in the annual report.

Amsterdam, 14 March 2014

The Board of Managing Directors:

A.M.M. Kuntschen

D.W. Michaelis

R.P. Peletier

P. Karemaker

B.F. Weingartner

N. Zürcher

D.T.A. Noordeloos

E.H. van 't Hof

BALANCE SHEET AS AT 31 DECEMBER 2013

before appropriation of profit

	Note	2013		2012	
(in thousands of USD)					
Fixed assets					
Financial fixed assets	1	1,651,471		2,272,739	
			1,651,471		2,272,739
Current assets					
Receivables	2	205		190	
Receivables from group companies	2	733,688		41,825	
Cash at bank	3	105		1,201	
			733,998		43,216
Total assets			2,385,469		2,315,955

SHAREHOLDER'S EQUITY AND LIABILITIES

(in thousands of USD)	Note	2013		2012	
Shareholder's equity	4				
Paid-up and called-up share capital		62		60	
Retained earnings		5,478		4,758	
Currency translation reserve		194		(96)	
Profit for the year		1,572		722	
			7,306		5,444
Long-term liabilities	5		1,649,885		2,270,535
Current liabilities	6		728,278		39,976
Total shareholder's equity and liabilities			2,385,469		2,315,955

PROFIT AND LOSS ACCOUNT 2013

(in thousands of USD)	Note	2013		2012	
Interest income from Syngenta group companies		105,238		95,323	
Interest expense to debt holders		(104,133)		(95,054)	
Gross interest margin	7		1,105		269
Recharge to Syngenta group company		484		474	
			484		474
Gross margin			1,589		743
Other operating expenses	8	(17)		(21)	
			(17)		(21)
Profit before taxation			1,572		722
Income taxes	9		-		-
Net profit			1,572		722

CASH FLOW STATEMENT 2013

(in thousands of USD)	2013		2012	
Cash flow from operating activities				
Operating profit		1,572		722
Adjustments to operating profit:				
Amortization differences of upfront issuance fees	504		327	
		504		327
Changes in working capital:				
(Increase)/decrease in other receivables	(2,842)		(3,297)	
Increase/(decrease) in payables	-		(1,578)	
Increase/(decrease) in accruals and deferred income	(342)		6,694	
		(3,184)		1,819
Cash flow from operating activities		(1,108)		2,868
Cash flow from investing activities				
Investment in other financial fixed assets	-		(746,278)	
Cash flow from investing activities		-		(746,278)
Cash flow from financing activities				
Proceeds from long-term liabilities	-		744,650	
Cash flow from financing activities		-		744,650
Increase (decrease) in cash at bank		(1,108)		1,240
Cash at bank at beginning of the year		1,201		41
FX differences		12		(80)
Net movement in cash at bank		(1,108)		1,240
Cash at bank at end of the year		105		1,201

ACCOUNTING POLICIES

General

Syngenta Finance N.V. (hereafter “the Company”) is a private limited liability company incorporated on 20 March 2007. Its corporate seat is in Amsterdam. The objectives of the Company are to participate in, take an interest in any other way and conduct the management of other business enterprises of whatever nature, to borrow, lend and raise funds, amongst other by issuing bonds, promissory notes and other financial instruments and evidence of indebtedness as well as to enter into agreements, of any kind whatsoever in connection with such financing activities, to finance Syngenta group companies and third parties and in any way to provide security or undertake the obligations of Syngenta group companies and third parties, to invest in securities of any kind whatsoever to enter into foreign exchange transactions of any kind whatsoever as well as any kind of commodity and derivative transactions with Syngenta group companies as well as with other parties and finally all activities which are incidental or may be conducive to any of the foregoing. The Company's ultimate holding company is Syngenta AG, Switzerland.

The Company’s financial statements have been prepared in accordance with Part 9 of Book 2 of the Netherlands Civil Code.

Foreign currency translation

The functional currency of the Company is Euro (“EUR”). The presentation currency is United States Dollar (“USD”) therefore, as a result the financial statements are presented in USD.
Transactions denominated in foreign currencies are initially carried at the exchange rates ruling at the date of transaction.

Monetary balance sheet items denominated in foreign currencies are translated at the exchange rates ruling at the balance sheet date. Non-monetary balance sheet items that are measured at historical cost in a foreign currency are translated at the exchange rates ruling at the date of transaction. Non-monetary balance sheet items that are measured at current value are translated at the exchange rates ruling at the date of valuation. Exchange differences arising on the settlement or translation of monetary items denominated in foreign currencies are taken to the profit and loss account.

All balance sheet items denominated at functional currency are translated at the exchange rates ruling at the balance sheet date. Exchange differences arising on the translation of (non) monetary to presentation currency are taken directly to the foreign currency translation reserve. The foreign currency translation reserve is included under the legal reserves.

The exchange rate used, where applicable for 2013, is USD 0.7271 to Euro 1.
The exchange rate used, where applicable for 2012, is USD 0.7582 to Euro 1.

Balance sheet

Financial fixed assets

Financial fixed assets represent loans receivable from Syngenta group companies and initial measurement is at fair value. After initial measurement, financial fixed assets are carried at amortised cost based on the effective interest rate method. Gains and losses are taken to the profit and loss account through the amortisation process.

Receivables

Receivables represent loans receivable from Syngenta group companies with a maturity of less than one year and other receivables. Receivables are carried at amortised cost based on the effective interest rate method minus impairments in case the fair value is concluded to be lower.

Cash at bank

Cash at bank are carried at their face value.

Financial liabilities

Financial liabilities are recognized initially at their fair value less transaction costs, which represents the net proceeds of issuing the liability. Subsequently, financial liabilities are stated at amortized cost using the effective interest rate method. Financial liabilities are classified as current if the debt agreement terms require repayment within one year of the balance sheet date. Otherwise, they are classified as non-current.

Income taxes

The Company together with Syngenta Treasury N.V. constitutes a fiscal unity. All companies within the fiscal unity are jointly and severally liable for the tax liabilities of the fiscal unity. Tax charges are recorded through Syngenta Treasury N.V.

Profit and loss account

Gross interest margin

Gross interest margin represents the proceeds and costs from the supply of services, net of withholding taxes.

Interest income is recognised pro rata in the profit and loss account, taking into account the effective interest rate for the asset concerned, provided the income can be measured and the income is probable to be received.

Interest expense is allocated to successive financial reporting periods in proportion to the outstanding principal. Premiums and discounts are treated as annual interest charges so that the effective interest rate, together with the interest payable on the loan, is recognised in the profit and loss account, with the amortised cost of the liabilities being recognised in the balance sheet. Interest and similar charges are recognised in the year in which they fall due.

General expenses

Expenses are determined with due observance of the aforementioned accounting policies and allocated to the financial year to which they relate. Foreseeable and other obligations as well as potential losses arising before the financial year-end are recognised, if they are known before the financial statements are prepared and provided all other conditions for forming provisions are met.

Change in RJ 290 Financial Instruments

Starting financial year 2014, Dutch Accounting Standards relating to financial instruments have changed. Management assessed the impact of the changes and concluded no impact on financial position and result is expected as the changes do not affect the Company

NOTES TO THE FINANCIAL STATEMENTS

1. Financial fixed assets

(in thousands of USD)	2013	2012
Loans to group companies		
Balance as at 1 January	2,272,739	1,491,412
Reclassification to short-term receivables	(652,026)	-
Amortisation of loans	10,190	9,480
Additions	-	746,321
Foreign currency revaluation of loans	20,568	25,526
Total financial fixed assets as at 31 December	1,651,471	2,272,739

The loans to Group companies bear interest at an average rate of 4.101% (2012: 4.060%). The effective interest rate has been determined disregarding the discount and premiums, since their impact is only marginal. The interest rate is fixed on an arms' length basis.

The maturity dates of the loans to Group companies range from 2015 up to 2042 (2012: 2014 to 2042). The carrying amounts of the loans to Syngenta group companies can be split based on the maturity dates as follows:

- Loans maturing within 1-5 years: USD 675,685,000 (2012: USD 1,298,183,000)
- Loans maturing after 5 years: USD 975,786,000 (2012: USD 974,556,000)

As part of its treasury services, the Company had granted credit lines to a group company for a maximum amount to USD 3,250,000,000 at interest rates corresponding to the Company's borrowing costs increased by all costs (if any) relating to the issue of loans which fund receivables under these credit lines.

All receivables are from the sole shareholder Syngenta Treasury N.V.

2. Receivables and receivables from Group companies

(in thousands of USD)	2013	2012
Other receivables	205	190
Amounts receivable from Group companies	46,549	41,825
Loans receivable from Group companies	687,139	-
Balance as at 31 December	733,893	42,015

Amounts receivable from Group companies includes the recharge of operational expenses to Syngenta Treasury N.V. Loans receivable from Group companies represent the carrying amount of the receivable related to the Eurobond with a maturity of 30 June 2014 and a nominal amount of EUR 500.000.000 lent on to Syngenta Treasury N.V.

3. Cash at bank

	2013	2012
(in thousands of USD)		
Cash at bank	105	1,201

There are no restrictions on the availability of cash at bank.

4. Shareholder's equity

Movements in the individual items of equity in 2013 were as follows:

	Share capital	Retained earnings	Currency translation reserve	Profit for the year	Total
(in thousands of USD)					
Balance at 1 January 2013	60	4,758	(96)	722	5,444
Currency translation	2	(2)	290	-	290
Profit appropriation	-	722	-	(722)	-
Profit for the year	-	-	-	1,572	1,572
Balance at 31 December 2013	62	5,478	194	1,572	7,306

Movements in the individual items of equity in 2012 were as follows:

	Share capital	Retained earnings	Currency translation reserve	Profit for the year	Total
(in thousands of USD)					
Balance at 1 January 2012	59	3,463	117	1,083	4,722
Currency translation	1	212	(213)	-	-
Profit appropriation	-	1,083	-	(1,083)	-
Profit for the year	-	-	-	722	722
Balance at 31 December 2012	60	4,758	(96)	722	5,444

Paid-up and called-up share capital
Issued share capital is equal to the paid-up and called-up share capital of 45,000 ordinary shares of € 1.00 each. Shares were paid up in cash in 2007.

5. Long-term liabilities

	2013			2012		
(in thousands of USD)	> 5 years	> 1 year	Total	> 5 years	> 1 year	Total
Amounts payable to third parties						
Balance as at 1 January	972,885	1,297,650	2,270,535	227,060	1,263,501	1,490,561
Reclassification to short-term debt	-	(651,516)	(651,516)	-	-	-
Addition of payables	-	-	-	744,650	-	744,650
Repayment of payables	-	-	-	-	-	-
Amortisation	1,315	9,048	10,363	1,175	8,641	9,816
Foreign currency revaluation of payables	-	20,503	20,503	-	25,508	25,508
Balance as at 31 December	974,200	675,685	1,649,885	972,885	1,297,650	2,270,535

	2013			2012		
(in thousands of USD)	> 5 years	> 1 year	Total	> 5 years	> 1 year	Total
Eurobond 30 June 2014	-	-	-	-	657,733	657,733
Eurobond 22 April 2015	-	675,685	675,685	-	639,917	639,917
Private placements 8 December 2020	70,891	-	70,891	70,430	-	70,430
Private placements 8 December 2025	69,104	-	69,104	68,781	-	68,781
Private placements 8 December 2035	89,017	-	89,017	88,795	-	88,795
USD bond 28 March 2022	497,411	-	497,411	497,141	-	497,141
USD bond 28 March 2042	247,777	-	247,777	247,738	-	247,738
Amounts payable to third parties	974,200	675,685	1,649,885	972,885	1,297,650	2,270,535

The Company partly finances its intra-group financing activity through the issuance of debt securities.

- In 2005 a Eurobond was issued with a face value of EUR 500,000,000 due on 22 April 2015, bearing interest at a fixed rate of 4.125%.
- In 2009 a second Eurobond was issued with a face value of EUR 500,000,000 due on 30 June 2014, bearing interest at a fixed rate of 4.000%. The bond will mature on 30 June 2014 and has been reported as a current liability at 31 December 2013.

In 2012 two additional USD Bonds were issued as follows:

- USD 500,000,000 due on 28 March 2022 and bearing interest at a fixed rate of 3.125%
- USD 250,000,000 due on 28 March 2042 and bearing interest at a fixed rate of 4.375%

In 2005 three tranches of fixed rate notes under a Note Purchase Agreement in the US Private Placement market were issued with a group of investors for a total amount of USD 250,000,000. The three tranches mature as follows:

- USD 75,000,000 due on 8 December 2020 and bearing interest at a fixed rate of 5.11%
- USD 75,000,000 due on 8 December 2025 and bearing interest at a fixed rate of 5.35%
- USD 100,000,000 due on 8 December 2035 and bearing interest at a fixed rate of 5.59%

The Company's ultimate parent, Syngenta AG, has fully and unconditionally guaranteed the bonds and the private placement notes.

The effective interest rate has been determined disregarding the discounts and premiums, since their impact is only marginal. The interest rate is fixed and does not depend on future changes in certain factors.

6. Current liabilities

	2013	2012
(in thousands of USD)		
Amounts owed to Group companies	18	18
Other liabilities	41,312	39,958
Current financial debts	686,948	-
Total	728,278	39,976

Amounts owed to Group companies include accrued interest and overhead accruals.

Other liabilities can be broken down as follows:

	2013	2012
(in thousands of USD)		
Accrued interest 3rd party	41,278	39,901
Audit fees payable	31	41
Other expenses payable	3	16
Total	41,312	39,958

7. Gross interest margin

Gross interest margin represents the interest income and expense related to the amounts receivable from Group companies and bonds and private placements.

	2013	2012
(in thousands of USD)		
Interest income from Group companies	105,238	95,323
Interest expense to debt holders	(104,133)	(95,054)
Gross interest margin	1,105	269

8. Operating expenses

	2013	2012
(in thousands of USD)		
Other operating income/(expenses)	(4)	(6)
Audit fees	(13)	(15)
Total net operating income	(17)	(21)

9. Income taxes

The Company forms a fiscal unity with Syngenta Treasury N.V. Tax charges are recorded through Syngenta Treasury N.V.

Reconciliation of the effective tax rate

	2013	2012
(in thousands of USD)		
Profit for the year	1,572	722
Local tax rate (25%)	393	181
Tax calculation	(393)	(181)
Tax expense for the year	-	-

The applicable tax rate for the Company's financial statements is 25% (2012: 25%) and the effective tax rate 0.0 % (2012: 0.0%). The difference in tax rate is a consequence of the fact that tax charges are recorded through Syngenta Treasury N.V. There are no differences in tax rates or any other differences between situations in which profits or reserves are retained and situations in which profits or reserves are distributed.

Workforce

There are no employees in the service of the Company.

Remuneration of and loans to members of the Board of Managing Directors

The members of the Board of Managing Directors did not receive any remuneration and have not taken out loans from the Company.

Related parties

Related parties

Syngenta Seeds B.V., Syngenta AG and Syngenta Treasury N.V. are considered related parties. Syngenta Seeds B.V. and Syngenta AG provide advisory services, office space, (IT) facilities and administrative services to the Company.

Ultimate parent company

Syngenta AG, Switzerland, is the ultimate parent company of the Company and includes the financial data of the Company in its consolidated financial statements, copies of which are available at cost from the head office of Syngenta AG, Switzerland.

Commitments not shown in the balance sheet

Liability

The Company is jointly and severally liable for the tax liabilities of the Dutch group companies forming part of the fiscal unity. Total tax liabilities of the fiscal unity at 31 December 2013 amount to USD 5,541,758 (2012: USD 4,207,947).

Other commitments not shown in the balance sheet

The Company, acting as guarantor, entered into a Revolving Credit Facility Agreement between, the Company, Syngenta AG and a group of international banks for USD 1,500,000,000 in 2012.

At 31 December 2013, there were no outstanding amounts drawn under this facility.

No guarantees have been issued for members of the Board of Managing Directors by the Company or its Syngenta group companies.

All commitments to related parties are included in the balance sheet.

Financial instruments

Foreign currency risk

The Company is not exposed to foreign currency risks as it has lent on all debt to Syngenta group companies with mirroring conditions.

Interest rate risk

The Company is not exposed to interest rate risks as it has lent on all debt to Syngenta group companies with mirroring conditions.

Credit risk

The Company has policies and operating guidelines in place to ensure that financial instruments are limited to transactions with high credit quality banks and financial institutions. These include limits in respect of counterparties to ensure there is no significant concentration of credit risk. Any excess cash is invested in liquid investment grade instruments and split across major banks, financial and other institutions to minimize the credit risk. As of 31 December 2013, the Company had no financial transactions that represented a significant concentration of credit risk. No credit losses have been incurred from the investments described above.

The Company provides financial services to Syngenta companies worldwide. The Company bears no credit risk as ultimate holding company Syngenta AG has issued a guarantee of repayment of outstanding amounts from other Syngenta group companies. Nevertheless, defined credit limits are set and monitored on an ongoing basis.

The maximum exposure to credit risk is represented by the going concern values of the originated loans and receivables that are carried in the balance sheet. At the reporting date there were no significant financial guarantees for third party obligations that increase this risk.

Liquidity and refinancing risk

Within the Company’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. The Company’s liquidity risk policy is to maintain at all times sufficient liquidity reserves in order to meet payment obligations as they become due and also to maintain an adequate liquidity margin. Liquidity requirements are forecasted on a frequent basis.

The principal source of liquidity consists of cash generated by the operations of Syngenta group companies and from a long-term capital that is partly financed through four unsecured bonds and through unsecured notes issued under the Note Purchase Agreement in the US Private Placement market. Additionally, the Company has access to capital markets through a USD 2,500,000,000 Global Commercial Paper program. Both the unsecured bonds and notes and the Global Commercial Paper programs are unconditionally and irrevocably guaranteed by Syngenta AG. In addition, the Company has access to a USD 1,500,000,000 committed, revolving, multi-currency, syndicated credit facility with high credit quality banks. The facility is guaranteed by Syngenta.

As at 31 December 2013, an amount of USD 250,000,000 was drawn under the global commercial paper program by the Syngenta group (2012: USD 0). The average outstanding balance under this program during 2013 was USD 604,000,000 (2012: USD 6,300,000).

Financial assets and liabilities

The carrying value and fair value of the Company's financial assets and liabilities can be broken down as follows:

	2013		**2012**	
(in thousands of USD)	Carrying value	Fair value	Carrying value	Fair value
Financial assets:				
Financial fixed assets	1,651,471	1,743,591	2,272,739	2,548,737
Receivables and receivables from Syngenta group companies	733,893	745,729	41,865	41,865
Cash at bank	105	105	1,201	1,201
	2,385,469	2,489,425	2,315,805	2,591,803
Financial liabilities:				
Long-term liabilites	1,649,885	1,743,591	2,270,535	2,548,205
Current liabilities	728,278	740,306	39,975	39,975
	2,378,164	2,483,897	2,310,510	2,588,180

The estimated fair value of the financial assets and liabilities is determined using available market information and appropriate valuation methods. The following methods and assumptions have been used to estimate the market value of the financial instruments:

- Current and non-current assets and liabilities representing the bonds issued with financial counterparties and the fixed rate notes under a Note Purchase Agreement in the US Private Placement market, and the related loans to Syngenta group companies: the market values are estimated based on the present value of expected future cash flows using current market rates.

- All other financial assets and liabilities: given the short term of these instruments, the carrying value is close to the market value.

OTHER INFORMATION

Articles of Association provisions governing profit appropriation

Profit is appropriated in accordance with Article 17.2 of the Articles of Association, which states that the General Meeting of Shareholders shall determine the allocation of the profit.

Proposed appropriation of the profit for 2013

If the General Meeting of Shareholders accepts this proposal, the net profit for 2013 of USD 1,572,000 will be added to the retained earnings.

Events after the balance sheet date

No significant subsequent events occurred after the end of the financial year.

Amsterdam, 14 March 2014

The Board of Managing Directors:

A.M.M. Kuntschen	D.W. Michaelis
R.P. Peletier	P. Karemaker
B.F. Weingartner	N. Zürcher
D.T.A. Noordeloos	E.H. van ‘t Hof

INDEPENDENT AUDITOR'S REPORT

To: The shareholder of Syngenta Finance N.V.

Report on the financial statements

We have audited the accompanying financial statements 2013 of Syngenta Finance N.V., Amsterdam, which comprise the balance sheet as at 31 December 2013, the profit and loss account for the year then ended and the notes, comprising a summary of the accounting policies and other explanatory information.

Management's responsibility
Management is responsible for the preparation and fair presentation of these financial statements and for the preparation of the directors' report, both in accordance with Part 9 of Book 2 of the Dutch Civil Code. Furthermore management is responsible for such internal control as it determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility
Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. This requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion with respect to the financial statements
In our opinion, the financial statements give a true and fair view of the financial position of Syngenta Finance N.V. as at 31 December 2013 and of its result for the year then ended in accordance with Part 9 of Book 2 of the Dutch Civil Code.

Report on other legal and regulatory requirements

Pursuant to the legal requirement under Section 2:393 sub 5 at e and f of the Dutch Civil Code, we have no deficiencies to report as a result of our examination whether the directors´ report, to the extent we can assess, has been prepared in accordance with Part 9 of Book 2 of this Code, and whether the information as required under Section 2:392 sub 1 at b-h has been annexed. Further we report that the directors' report, to the extent we can assess, is consistent with the financial statements as required by Section 2:391 sub 4 of the Dutch Civil Code.

Amsterdam, 14 March 2014

Ernst & Young Accountants LLP

Signed by D.K. Noort