

ANNUAL REPORT

SYNGENTA FINANCE N.V.

AMSTERDAM

on the financial statements 31 December 2015

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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 on-lent to the sole shareholder Syngenta Treasury N.V. The Company's ultimate holding company is Syngenta AG, Switzerland.

The Company and Syngenta Finance AG of Switzerland are issuers under the Syngenta Euro Medium Term Note Programme (the "EMTN Programme"), for which the Base Prospectus was dated 21 March 2014 and the Supplement was dated 2 March 2015. Syngenta AG of Switzerland guarantees, as applicable, the payment of all amounts due in respect of the Notes issued under the EMTN Programme. The maximum aggregate nominal amount of all notes that may from time to time be outstanding under the EMTN Programme is USD 5,000,000,000 (2014: USD 5,000,000,000). Risks associated with the Notes are disclosed in the Base Prospectus, which is available at the website www.bourse.lu.

Notes issued by the Company under the EMTN Programme are admitted to the Official List of the Luxembourg Stock Exchange and to trading on the regulated market of the Luxembourg Stock Exchange.

The Company is an issuer of Notes under the US Shelf programme, for which the Initial Prospectus was dated 16 November 2011 and the Supplementary Prospectus was dated 21 March 2012. Syngenta AG guarantees the payment of all amounts due in respect of the Notes issued under the US Shelf Program. Risks associated with the Notes are disclosed in the Initial and Supplementary Prospectus, that are available at the website www.sec.gov.

Notes issued by the Company under the US Shelf Programme are traded at the New York Stock Exchange.

The financing activities are fully dependent on developments and funding needs within the Syngenta group. No substantial change of activities is foreseen.

Financial

2015 was a less profitable year for the Company compared to 2014. In 2015 the financial income of the Company amounted to USD 80,346,000 (2014 USD 109,906,000). The decrease of the net financial income is caused by the repayment of the EURO bonds in June 2014 and April 2015. These bonds were lent on to Syngenta Treasury N.V. with an higher margin than the recent issued bonds. In line with the decreased net financial income, the profit before tax decreased from USD 920,000 in 2014 to USD 311,000 in 2015.

During the year 2015, the following major transactions have been processed:

- In March 2015 an Eurobond was issued by the Company with a face value of EUR 500,000,000 maturing on 10 September 2027 and bearing interest at a fixed rate of 1.25%.

- In April 2015 an Eurobond issued in 2005 with a face value of EUR 500,000,000 bearing interest at a fixed rate of 4.125% matured and was redeemed.

All raised funds are lent on a back-to-back basis to the sole shareholder Syngenta Treasury N.V. with mirroring conditions.

The nature of Company's business exposes it to a range of financial and non-financial risks. These risks include (i) market risks – specifically foreign exchange and interest rate, (ii) counterparty credit risk, (iii) liquidity and refinancing risk, and (iv) operational risks, such as litigation.

The management of the financial risks is covered by participating in global, integrated risk management processes of the Syngenta Group. Within Syngenta Group, a financial risk management framework is in place in the form of a Treasury policy, approved by the Managing Board. 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 accordance with its Treasury policy, the Company actively monitors and manages financial risks as follows:

- Market risks: Although the Company's interest income and profitability are exposed to fluctuations in foreign currency and interest rates, it has transferred the vast majority of foreign currency and interest rate risk on to Syngenta Treasury N.V. by means of conditions mirroring its liabilities, leaving a negligible market risk exposure at the Company level.
- Counterparty credit risk: The Company's transactions within Syngenta Group (with its sole shareholder Syngenta Treasury N.V.) expose it to a significant concentration of credit risk. All the Company's financial liabilities from transactions with third parties on the money markets, credit and capital markets are guaranteed by Syngenta AG. The current credit rating of Syngenta AG by Moody's is A2/P1 and by S&P's A+/A1. Both ratings are under review for downgrade.
- Liquidity and refinancing risk are managed by the following instruments:
 - In the first place, the operating cash inflows generated from the other members of the Syngenta Group (through the sole shareholder Syngenta Treasury N.V.) that are applied to pay the financial liabilities of the Company, are considered sufficient to cover the financial obligations of the Company. This is evidenced by the current ratio of 1.16 (2014: 1.01) and the debt ratio 0.997 (2014: 0.997).
 - The guarantee by Syngenta AG for all of the Company's obligations to third parties on the money markets, credit and capital markets.
 - Secured access to money markets through a USD 2,500,000,000 Global Commercial Paper program, At group level this is backed by an in January 2016 increased USD 2,500,000,000 committed, revolving, multi-currency syndicated credit facility with a well-diversified banking group and other members of the Syngenta Group as borrowers.
 - The Company's interest rates, duration and terms of financial assets and liabilities as well as their currency are generally matching - leading to a reduced liquidity risk.

Furthermore, the company is exposed to operational risks, such as transaction processing, legal, compliance, litigation and security. Additional information about policies and risks regarding financial instruments is described in note 14 of the financial statements.

Proposed appropriation of the profit for 2015

At the general meeting of shareholders it will be proposed to add the profit of 2015 to retained earnings.

Personnel

There is one employee in the service of the Company. In addition, the Company is being supported by various employees on the payroll of other Dutch based Syngenta companies.

Research and Development

The Company does not perform research and development activities.

Subsequent events

In January 2016 the Revolving Credit Facility Agreement for which the Company together with other group companies is acting as guarantor is increased with USD 1,000,000,000 to USD 2,500,000,000.

In February 2016 China National Chemical Corporation, Beijing, People's Republic of China pre-announced a public tender offer for all publicly held registered shares of Syngenta AG, Basel, Switzerland. The offer has been published at 08 March 2016 and is available on the website www.chemchina.com.

Prospects for 2016

The Company will continue its activities for financing Syngenta group companies. The level of investments during 2016 is fully dependent on developments within the Syngenta Group.

Enkhuizen, 22 April 2016

The Managing Board:

A.M.M. Kuntschen

D.W. Michaelis

R.C. Peletier

L.W.F. Veldhuizen

B.F. Weingartner

N. Zürcher

D.T.A. Noordeloos

D. Hueting

BALANCE SHEET AS AT 31 DECEMBER 2015

before appropriation of profit

	Note	2015	2014
(in thousands of USD)			
Fixed assets			
Financial fixed assets	2	<u>2,337,073</u>	<u>1,885,594</u>
		2,337,073	1,885,594
Current assets			
Receivables	3	20,888	645,637
Cash at bank	4	<u>106</u>	<u>88</u>
		20,994	645,725
Total assets		<u><u>2,358,067</u></u>	<u><u>2,531,319</u></u>

	Note	2015	2014
(in thousands of USD)			
Shareholder's equity	5		
Paid-up and called-up share capital		49	55
Currency translation reserve		(1,482)	(735)
Retained earnings		7,978	7,057
Profit for the year		<u>311</u>	<u>920</u>
		6,856	7,297
Long-term liabilities	6	2,333,158	1,884,043
Current liabilities	7	18,053	639,979
Total shareholder's equity and liabilities		<u><u>2,358,067</u></u>	<u><u>2,531,319</u></u>

PROFIT AND LOSS ACCOUNT 2015

	Note	2015	2014*
(in thousands of USD)			
Financial income		80,346	109,906
Interest expense to debt holders		<u>(79,727)</u>	<u>(108,873)</u>
Net financial income (expense)	8	619	1,033
Operating expenses	9	<u>(308)</u>	<u>(113)</u>
Profit before taxation		311	920
Income taxes	10	-	-
Net profit		<u>311</u>	<u>920</u>

* Adjusted for comparison purposes, see note 1.

NOTES TO THE FINANCIAL STATEMENTS

1. Accounting policies

General

Syngenta Finance N.V. (hereafter “the Company”) is a public limited liability company incorporated on 20 March 2007. The Company has its registered office at Westeinde 62, 1601 BK, Enkhuizen, the Netherlands. Its statutory seat is in Amsterdam.

The objects of the company are to participate in, take an interest in any other way in 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 group companies and third parties and in any way to provide security or undertake the obligations of 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 group companies as well as with other parties and finally all activities which are incidental or may be conducive to any of the foregoing.

Syngenta Treasury N.V. is the direct shareholder of the Company. The Company's ultimate holding company is Syngenta AG, Switzerland. All raised funds are lent on a back-to-back basis to the sole shareholder Syngenta Treasury N.V.

The bonds of the Company are admitted to trading in Luxembourg and the US. Luxembourg is an EU regulated market, therefore the Company is an Organization of Public Interest (Organisatie van Openbaar Belang, OOB). The Netherlands is the home member state of the Company.

Basis of preparation

The Company's financial statements have been prepared in accordance with Part 9 of Book 2 of the Netherlands Civil Code. These financial statements have been prepared on the basis of the going concern assumption.

Foreign currency translation

The functional currency of the Company is Euro (“EUR”). The Company determined the EUR to be its functional currency on the basis that a substantial part of its transactions are EUR denominated. To align with Syngenta group, 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 prevailing at the date of transaction.

Monetary balance sheet items denominated in foreign currencies are translated at the exchange rates prevailing 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 prevailing at the date of transaction. Non-monetary balance sheet items that are measured at current value are translated at the exchange rates

prevailing 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 prevailing at the balance sheet date. Exchange differences arising on the translation of (non) monetary items to presentation currency are taken directly to the foreign currency translation reserve. The foreign currency translation reserve is included under the legal reserves.

The year-end rate used for balance sheet items for 2015 is EUR 1 to USD 1.0910.

The year-end rate used for balance sheet items for 2014 is EUR 1 to USD 1.2155.

The average rate used for P&L items for 2015 is EUR 1 to USD 1.1092.

The average rate used for P&L items for 2014 is EUR 1 to USD 1.3293.

Estimates

The preparation of the financial statements requires the use of estimates. It also requires management to exercise judgement in applying the Company's accounting policies. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed periodically. Revisions of estimates are recognised in the period in which the estimate is revised and in future periods for which the revision has consequences. If necessary for the purposes of providing the view required under Section 362(1), Book 2, of the Netherlands Civil Code, the nature of these estimates and judgements, including the related assumptions, is disclosed in the notes to the financial statement items in question.

Comparative figures

The Company decided to change the format of the profit and loss account from model F to Model L, in view of the nature of the Company's activities.

Balance sheet

Financial instruments

These financial statements contain the following financial instruments: loans granted to group companies, other receivables, cash, loans obtained from third parties and other liabilities. Financial instruments are recognised in the balance sheet when the contractual rights or obligations in respect of that instrument arise. A financial instrument is no longer recognised in the balance sheet when there is a transaction that results in a transfer to a third party of all or substantially all of the rights to economic benefits and all or substantially all of the risks related to the position.

Financial fixed assets

Financial fixed assets represent loans granted to the sole shareholder Syngenta Treasury N.V. and initial measurement is at fair value less transaction costs. After initial measurement, financial fixed assets are carried at amortised cost based on the effective interest rate method less impairment (if applicable).

A financial asset is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset, with negative impact on the estimated

future cash flows of that asset, which can be estimated reliably. An impairment loss in respect of a financial asset is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. A previously recognised impairment loss is reversed if the decrease of the impairment can be related objectively to an event occurring after the impairment was recognised. The reversal is limited to at most the amount required to measure the asset at its original amortised cost at the date of reversal had the impairment not been recognised. Impairment losses and reversals thereof are recognised in the profit and loss account. Interest on assets that are subject to impairment, continues to be recognised by unwinding the discount on the assets.

Receivables

Receivables represent loans receivable from Syngenta group companies with a maturity of less than one year and other receivables. Upon initial recognition, receivables are carried at fair value less transaction costs and subsequently measured at amortized cost based on the effective interest rate method less impairments, if applicable.

Cash at bank

Cash at bank are carried at their face value.

Liabilities

Liabilities are recognized initially at their fair value less transaction costs, which represents the net proceeds of issuing the liability. Subsequently, liabilities are stated at amortized cost using the effective interest rate method. 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 long-term.

Income taxes

The Company does not account for income taxes, as these are recognised in the financial statements of the head of the fiscal unity, being Syngenta Treasury N.V.

Profit and loss account

Net financial income (expense)

This represents the proceeds and costs from borrowing and lending.

Interest income and expense (including any premiums and discounts treated as interest charges) is recognised in the profit and loss account, based on the effective interest rate method.

Operating expenses

Expenses are determined with due observance of the aforementioned accounting policies and allocated to the financial year to which they relate. Any 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.

Cash flow statement

The consolidated financial statements of Syngenta Group include a consolidated cash flow statement. Therefore the Company has not included a cash flow statement in its statutory financial statements. The Syngenta Group consolidated financial statements are available on the website www.syngenta.com.

2. Financial fixed assets

	2015
(in thousands of USD)	
Loans to group companies	
Balance as at 1 January 2015	1,885,594
Reclassification	1,227
Amortisation of loans	1,398
Additions	558,245
Foreign currency revaluation of loans	(109,391)
Total financial fixed assets as at 31 December 2015	<u>2,337,073</u>

Loans to group companies bear interest at an average rate of 2.64% (2014: 3.07%). Except for the loan maturing within 1-5 years the interest rates are fixed till maturity. The interest rate for the loan maturing within 1-5 years is the 3 month Euribor + 0.25%. The interest rates are on an arms' length basis. The face value of loans to group companies is EUR 1,250,000,000 (2014: EUR 750,00,000) and USD 1.000,000,000 (2014: USD 1,0000,000,000).

The net loss on revaluation of loans of USD 109,391,000 comprises a gain of USD 101,584,000 arising on the translation of USD denominated balances to the functional currency EUR and a loss of USD 210,975,000 arising on the translation of the functional currency balance in EUR to the presentation currency USD. The gain arising on the translation of USD denominated balances to the functional currency EUR is part of the financial income of note 8. The loss arising on the translation of the functional currency balance in EUR to the presentation currency USD is part of the currency translation reserve in shareholder's equity of note 5.

The maturity dates of the loans to group companies range from 2017 up to 2042 (2014: 2017 to 2042). The carrying amounts of the loans to group companies can be split based on the maturity dates as follows:

- Loans maturing within 1-5 years: USD 272,496,000 (2014: USD 303,120,000);
- Loans maturing after 5 years: USD 2,064,577,000 (2014: USD 1,582,474,000).

As part of its credit policies, the Company has defined an internal credit limit for the sole shareholder Syngenta Treasury N.V. for a maximum amount of USD 7,000,000,000 (2014: USD 4,000,000,000) at interest rates corresponding to the Company's borrowing costs increased by all costs (if any) relating to the issue of debt securities which fund receivables under these credit limit. As at 31 December 2015 an amount of USD 2,353,259,000 was outstanding (2014: USD 2,514,481,000).

3. Receivables

Receivables and receivables from group companies

	2015	2014
(in thousands of USD)		
Other receivables	401	401
Amounts receivable from group companies	20,487	40,225
Loans receivable from group companies	-	605,011
Balance as at 31 December	<u>20,888</u>	<u>645,637</u>

Amounts receivable from group companies consists mainly of accrued interest and the recharge of expenses to Syngenta Treasury N.V. relating to the spread on bonds and guarantees. Recharges to group companies are calculated based on an arm's length principle.

The amounts receivable from group companies include an amount of USD 0 (2014 USD 1,649,000) with a maturity of longer than 12 months.

Loans receivable from group companies as at 31 December 2014 represent the carrying amount of the receivable related to the Eurobond that matured on 22 April 2015 with a nominal amount of EUR 500.000.000 lent on to Syngenta Treasury N.V.

4. Cash at bank

	2015	2014
(in thousands of USD)		
Cash at bank	<u>106</u>	<u>88</u>

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

5. Shareholder's equity

Movements in the individual items of equity in 2015 were as follows:

	Share capital	Currency translation reserve	Retained earnings	Profit for the year	Total
(in thousands of USD)					
Balance at 1 January 2015	55	(735)	7,057	920	7,297
Currency translation	(6)	(747)	1	-	(752)
Profit appropriation	-	-	920	(920)	-
Profit for the year	-	-	-	311	311
Balance at 31 December 2015	<u>49</u>	<u>(1,482)</u>	<u>7,978</u>	<u>311</u>	<u>6,856</u>

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 EUR 1.00 each. Shares were paid up in cash in 2007. The authorised share capital consists of 225,000 ordinary shares of EUR 1.00 each.

Currency translation reserve

The currency translation reserve reflects the impact of the translation of the Company's financial statements from the functional currency (EUR) to the presentation currency (USD).

6. Long-term liabilities

	2015			2014		
	> 5 years	1-5 years	Total	> 5 years	1-5 years	Total
(in thousands of USD)						
Amounts payable to third parties						
Balance as at 1 January	1,580,958	303,085	1,884,043	974,200	675,685	1,649,885
Reclassification to short-term debt	-	-	-	-	(677,624)	(677,624)
Addition of payables	556,080	-	556,080	685,725	343,214	1,028,939
Repayment of payables	-	-	-	-	-	-
Amortisation	2,010	257	2,267	1,633	3,159	4,792
Foreign currency revaluation of payables	(78,188)	(31,044)	(109,232)	(80,600)	(41,349)	(121,949)
Balance as at 31 December	<u>2,060,860</u>	<u>272,298</u>	<u>2,333,158</u>	<u>1,580,958</u>	<u>303,085</u>	<u>1,884,043</u>

Amounts payable bear interest at an average rate of 2.56% (2014: 2.73%). The face value of payables to third parties is EUR 1,250,000,000 (2014: EUR 750,000,000) and USD 1,000,000,000 (2014: USD 1,000,000,000). Except for the Floating Rate Note (FRN) of EUR 250,000,000 due on 2 October 2017, the interest rates are fixed and do not depend on future changes in certain factors.

The net gain on revaluation of loans of USD 109,232,000 comprises a loss of USD 101,584,000 arising on the translation of USD denominated balances to the functional currency EUR and a gain of USD 210,816,000 arising on the translation of the functional currency balance in EUR to the presentation currency USD. The loss arising on the translation of USD denominated balances to the functional currency EUR is part of the financial income of note 8. The gain arising on the translation of the functional currency balance in EUR to the presentation currency USD is part of the currency translation reserve in shareholder's equity of note 5.

(in thousands of USD)	2015			2014		
	> 5 years	1-5 years	Total	> 5 years	1-5 years	Total
USD Private placements 2020	71,903	-	71,903	71,382	-	71,382
USD Private placements 2025	69,812	-	69,812	69,447	-	69,447
USD Private placements 2035	89,416	-	89,416	89,254	-	89,254
USD bond 2022	497,978	-	497,978	497,690	-	497,690
USD bond 2042	247,860	-	247,860	247,818	-	247,818
Eurobond 2017	-	272,298	272,298	-	303,085	303,085
Eurobond 2021	543,657	-	543,657	605,367	-	605,367
Eurobond 2027	540,234	-	540,234	-	-	-
Amounts payable to third parties	2,060,860	272,298	2,333,158	1,580,958	303,085	1,884,043

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

- In 2012 an USD Bond was issued with a face value of USD 500,000,000 maturing on 28 March 2022 and bearing interest at a fixed rate of 3.125%.
- In 2012 an USD bond was issued with a face value of USD 250,000,000 maturing on 28 March 2042 and bearing interest at a fixed rate of 4.375%.
- In 2014 a FRN with a face value of EUR 250,000,000 maturing on 2 October 2017 and bearing interest at 3 month EURIBOR plus 25 bps.
- In 2014 an Eurobond with a face value of EUR 500,000,000 maturing on 2 November 2021 and bearing interest at a fixed rate of 1.875%.

In March 2015, the following additional Euro-denominated debt was issued:

- An Eurobond with a face value of EUR 500,000,000 maturing on 10 September 2027 and bearing interest at a fixed rate of 1.25%.

The USD bonds are listed at the New York Stock Exchange, the Eurobonds are listed at the Luxembourg Stock Exchange.

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%.

At 22 April 2015, the Eurobond issued in 2005 with a face value of EUR 500,000,000 bearing interest at a fixed rate of 4.125% matured and was redeemed.

The Company's ultimate parent, Syngenta AG, has fully and unconditionally guaranteed the bonds and the private placement notes. The current credit rating of Syngenta AG by Moody's is A2/P1 and by S&P's A+/A1. Both ratings are under review for downgrade.

7. Current liabilities

	2015	2014
(in thousands of USD)		
Amounts owed to group companies	6,387	7,757
Other liabilities	11,666	27,211
Current financial debts	-	605,011
Total	18,053	639,979

Amounts owed to group companies consists mainly of guarantee fees and accruals for overhead expenses.

Other liabilities can be broken down as follows:

	2015	2014
(in thousands of USD)		
Accrued interest 3rd party	11,645	27,188
Audit fees payable	21	23
Other expenses payable	-	-
Total	11,666	27,211

8. Financial income and expense

	2015	2014
(in thousands of USD)		
Interest income from group companies	80,227	109,627
Foreign exchange losses (mainly payables to third parties)	(101,584)	(121,497)
Foreign exchange gains (mainly loans to group companies)	101,703	121,776
Net foreign exchange gains (losses)	119	279
Financial income	80,346	109,906
Interest expenses to debt holders	(79,727)	(108,873)
Net financial income (expense)	619	1,033

The financial income and expense represents the income and expense related to the amounts receivable from group companies and bonds and private placements.

9. Operating expenses

	2015	2014
(in thousands of USD)		
Salaries and wages	(21)	-
Social security	(6)	-
Recharges from group companies	(152)	(78)
Other operating income/(expenses)	(106)	(17)
Audit fees	(23)	(18)
Total operating expenses	<u>(308)</u>	<u>(113)</u>

Recharges from group companies are mainly operational expenses from Syngenta Crop Protection AG. Recharges from group companies are calculated based on an arm's length principle.

The following fees were charged by KPMG Accountants N.V. to the company as referred to in Section 2:382a(1) and (2) of the Netherlands Civil Code:

	2015			2014		
	KPMG Accountants N.V.	Other KPMG network	Total KPMG	KPMG Accountants N.V.	Other KPMG network	Total KPMG
(in thousands of USD)						
Audit of the financial statements	23	-	23	18	-	18
Other audit engagements	-	-	-	-	-	-
Tax-related advisory services	-	-	-	-	-	-
Other non-audit services	-	-	-	-	-	-
Total	<u>23</u>	<u>-</u>	<u>23</u>	<u>18</u>	<u>-</u>	<u>18</u>

10. Income taxes

Reconciliation of the effective tax rate

	2015	2014
(in thousands of USD)		
Profit for the year	311	920
Transfer profit to fiscal unity parent	<u>(311)</u>	<u>(920)</u>
Taxable income	-	-
Local tax rate (25%)		
Tax expense for the year	<u>-</u>	<u>-</u>

The applicable tax rate for the Company's financial statements is 25% (2014: 25%) and the effective tax rate 0.0 % (2014: 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.

11. Employees

Workforce

There is one employee in the service of the Company (2014: 0). In addition, the Company is being supported by various employees on the payroll of other Dutch based Syngenta companies.

Remuneration of and loans to members of the Board of Directors

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

12. Related parties

Related parties

Syngenta Treasury N.V., Syngenta Crop Protection AG, Syngenta AG, Syngenta Wilmington Inc. and Syngenta Seeds B.V., are considered related parties. Syngenta Seeds B.V. and Syngenta Crop Protection AG provide support finance and treasury services, office space, (IT) facilities and administrative services to the Company on an at arm's length basis.

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. The financial statements are available on the website www.syngenta.com.

13. Commitments not shown in the balance sheet

Liability

The Company together with Syngenta Treasury N.V. constitutes a fiscal unity for corporate income tax and value-added tax. 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 2015 amount to USD 1,056,000 (2014: USD 327,000).

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, other group entities and a group of international banks for USD 1,500,000,000 in 2012. The credit facility matures in 2019. In January 2016 the credit facility is increased with USD 1,000,000,000 to USD 2,500,000,000.

At 31 December 2015 and 2014, there were no outstanding amounts drawn under this facility.

No guarantees have been issued for members of the Board of Directors by the Company.

14. Financial risks**Foreign currency risk**

The Company is not exposed to any significant foreign currency risks as it has lent on all proceeds from the issue of debt securities to the sole shareholder Syngenta Treasury N.V. with mirroring conditions.

Interest rate risk

The Company is not exposed to any significant interest rate risks as it has lent on all proceeds from the issue of debt securities to the sole shareholder Syngenta Treasury N.V. with mirroring conditions.

Counterparty credit risk

The Company's transactions with its sole shareholder Syngenta Treasury N.V. expose it to a significant concentration of credit risk. All of the Company's financial liabilities from transactions with third parties on the money markets, credit and capital markets are guaranteed by Syngenta AG. The current credit rating of Syngenta AG by Moody's is A2/P1 and by S&P's A+/A1. Both ratings are under review for downgrade.

Liquidity and refinancing risk

Liquidity and refinancing risk are managed by the following instruments:

- In the first place, the operating cash inflows generated from the other members of the Syngenta Group (through the sole shareholder Syngenta Treasury N.V.) that are used to repay the financial liabilities of the Company, are considered sufficient to cover the financial obligations of the Company. This is evidenced by the current ratio of 1.16 (2014: 1.01) and the debt ratio 0.997 (2014: 0.997).
- Together with Syngenta Wilmington Inc. a secured additional access to money markets through a USD 2,500,000,000 Global Commercial Paper program. At group level this is backed by an in January 2016 increased to USD 2,500,000,000 committed, revolving, multi-currency syndicated credit facility with a well-diversified banking group and other members of the Syngenta Group as borrowers. As described in note 13, the Company acts as a guarantor of the revolving credit facility agreement.
- The guarantee by Syngenta AG for all Company's obligations to third parties on the money markets, credit and capital markets.

- The Company's interest rates, duration and terms of financial assets and liabilities as well as their currency are generally matching - leading to a reduced liquidity risk.

The Company does not make use of derivative financial instruments.

As at 31 December 2015, an amount of USD 0 was drawn under the global commercial paper program by the Syngenta group (2014: USD 0).

15. Fair value

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

(in thousands of USD)	2015		2014	
	Carrying value	Fair value	Carrying value	Fair value
Financial assets:				
Financial fixed assets	2,337,073	2,350,831	1,885,594	2,051,245
Receivables from group companies	20,888	20,888	645,637	655,365
Cash at bank	106	106	88	88
	<u>2,358,067</u>	<u>2,374,921</u>	<u>2,531,319</u>	<u>2,706,698</u>
Financial liabilities				
Long-term liabilities	2,333,158	2,350,831	1,884,043	2,051,245
Current liabilities	18,053	18,053	639,979	649,707
	<u>2,351,211</u>	<u>2,368,884</u>	<u>2,524,022</u>	<u>2,700,952</u>

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 fair value of the bonds is based on market values.
- The fair value of US Private Placements is estimated based on the present value of expected future cash flows using current market rates adjusted for the average credit default swap spread derived from the maturity of the placement.
- All raised funds are lent on a back-to-back basis to the sole shareholder Syngenta Treasury N.V. Therefore the fair value of the financial fixed assets and long term liabilities are the same.
- All other financial assets and liabilities: given the short term of these instruments, the carrying value is close to the market value.

Enkhuizen, 22 April 2016

The Managing Board:

A.M.M. Kuntschen

D.W. Michaelis

R.C. Peletier

L.W.F. Veldhuizen

B.F. Weingartner

N. Zürcher

D.T.A. Noordeloos

D. Hueting

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 2015

If the General Meeting of Shareholders accepts this proposal, the net profit for 2015 of USD 311,000 will be added to the retained earnings.

Events after the balance sheet date

In January 2016 the Revolving Credit Facility Agreement for which the Company together with other group companies is acting as guarantor is increased with USD 1,000,000,000 to USD 2,500,000,000.

In February 2016 China National Chemical Corporation, Beijing, People's Republic of China pre-announced a public tender offer for all publicly held registered shares of Syngenta AG, Basel, Switzerland. The offer has been published at 08 March 2016 and is available on the website www.chemchina.com.

INDEPENDENT AUDITOR'S REPORT

To: The General Meeting of Shareholders and the Board of Directors of Syngenta Finance N.V.