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Zurich, 26 October 2017

Decision of 26 October 2017 regarding the delisting of all registered shares of Syngenta Ltd, Basel (Swiss Security Number 1'103'746), each with a par value of CHF 0.10

I. Facts of the matter

1. On 2 October 2017 the recognized representative of Syngenta Ltd, Basel ("Syngenta", "issuer") submitted an application for delisting to SIX Exchange Regulation in the name of and on behalf of the issuer.
2. The application requested the delisting of all registered shares of Syngenta (Swiss Security Number 1'103'746), each with a par value of CHF 0.10; with the period between the announcement of the delisting and the last day of trading to be set at five exchange days.
3. The recognized representative justified the application for delisting as follows:

On 3 February 2016 CNAC Saturn (NL) B.V., Amsterdam, The Netherlands („CNAC“), an indirect subsidiary of China National Chemical Corporation („ChemChina“), published a pre-announcement of its public tender offer (“the offer”) for the remaining publicly held shares of Syngenta. The offer prospectus was published on 8 March 2016 and set out the intention to delist the shares of Syngenta on completion of the offer. The offer was completed on 18 May 2017 and 7 June 2017. On 12 July 2017 CNAC filed a corresponding suit with the Appellate Court of the Canton Basel-Stadt requesting the cancellation of any remaining publicly held Syngenta shares.

II. Grounds

4. The delisting process is set out in Art. 58 of the Listing Rules (LR) and in the Directive on Delisting of Equity Securities, Derivatives and Exchange Traded Products (DD). A delisting is subject to submission of a timely and duly completed application (Art. 3 (3) DD). The delisting is announced by means of the publication of the delisting decision by SIX Exchange Regulation (on the website and as a media release), and an "Official Notice" from the issuer (Art. 4 (2) DD). With respect to the maintenance of the listing, a period of no less than three and no more than 12 months shall generally apply, but this

may in some cases be shortened to as little as five exchange days, for example, as explicitly provided for where proceedings have been initiated to cancel the shares (Art. 4 (2) and (3) DD).

5. In the present case, the issuer's recognized representative submitted a timely and duly completed application on 2 October 2017. The delisting of the registered shares of Syngenta is taking place by means of a squeeze-out pursuant to Art. 137 Financial Market Infrastructure Act (FMIA). The suit requesting cancellation of any remaining shares is pending with the Appellate Court of the Cantonal Basel-Stadt. The intention to delist was disclosed in the offer prospectus of 8 March 2016. The requirements for a shortening of the period between the announcement of the delisting and the last day of trading in accordance with Art. 4 (3) (2) and (3) DD have therefore been met. In practice, the period between the announcement of the delisting and the last day of trading will be shortened to five days if the competent court cancels the remaining publicly held shares of the issuer after a public tender offer pursuant to Art. 137 FMIA and the judgment acquires legal force.
6. This decision hereby approves the delisting, but without defining the last day of trading and the date of delisting. These dates cannot be determined until a legally binding cancellation judgment is available. The issuer is required to submit the legally binding cancellation judgment of the Appellate Court of the Canton Basel-Stadt to SIX Exchange Regulation so that the date of the last day of trading and the date of delisting can be defined in accordance with the relevant provisions of the Directive Delisting and in consultation with the issuer. SIX Exchange Regulation will then issue a supplementary decision setting out the specified dates.

III. Ruling

1. The delisting of all registered shares of Syngenta Ltd, Basel (Swiss Security Number 1'103'746), each with a par value of CHF 0.10, is hereby approved.
2. SIX Exchange Regulation will determine the last day of trading and the date of delisting upon submission of the legally binding cancellation judgment, in accordance with Art. 3 DD and in consultation with the issuer.
3. The shares will be delisted on a date to be determined, provided that:
 - a. a copy of the **cancellation judgment together with the certificate of legal force** reaches SIX Exchange Regulation by **no later than 11 am six exchange days prior to the last day of trading**;
 - b. an **Official Notice** relating to the delisting is sent to zulassung@six-group.com by **no later than 11 am six exchange days prior to the last day of trading**;
 - c. all publicity obligations as set out in the regulations of SIX Swiss Exchange are fulfilled on time.
4. In application of Point 9.1 of the List of Charges, no charge is levied for processing a delisting application.



Exchange Regulation

The German version of this decision takes precedence over the English version where there is any discrepancy between the various versions.

SIX Swiss Exchange Ltd

A handwritten signature in blue ink, appearing to read 'Marc Enseleit'.

Marc Enseleit
Deputy Head Listing
SIX Exchange Regulation

A handwritten signature in blue ink, appearing to read 'Patrick Etter'.

Patrick Etter
Senior Listing Specialist
SIX Exchange Regulation