



Basel, 17 March 2003

To the Holders (CDI Holders) of CREST Depositary Interests (CDIs) issued on Syngenta AG shares

Invitation to the Ordinary General Meeting of Shareholders

Ladies and Gentlemen,

The Board of Directors of Syngenta AG is pleased to invite you to the Ordinary General Meeting of Shareholders to be held in Basel, Switzerland:

Date: Tuesday, 29 April 2003, at 10.30 a.m. (Doors open at 9.00 a.m.)

Location: St. Jakobshalle, Basel (Entrance Brüglingerstrasse / St. Jakobs-Strasse)

(Translation: the German text is legally binding)

Agenda

1. Approval of the Annual Report, the annual financial statements and the Group consolidated financial statements for the year 2002

The Board of Directors proposes approval.

2. Discharge of the members of the Board of Directors and the Executive Committee

The Board of Directors proposes that discharge is granted to the members of the Board of Directors and the Executive Committee.

3. Appropriation of balance sheet profit and dividend decision 2002

The Board of Directors proposes to appropriate the balance sheet profit as follows:

| | | |
|---|-----|--------------|
| Balance brought forward | CHF | 58 004 916 |
| Waived dividend on treasury shares in 2002 | CHF | 8 905 331 |
| Available earnings 2002 | CHF | 100 516 327 |
| Available earnings at the disposal of the OGM | CHF | 167 426 574 |
| Distribution of a dividend of CHF 0.85 gross | | |
| for the business year 2002 on 112 564 584 | | |
| registered shares entitled to dividends | CHF | – 95 679 896 |
| Balance to be carried forward | CHF | 71 746 678 |

4. Elections to the Board of Directors

The Board of Directors proposes the re-election of Ms. Peggy Bruzelius and Messrs. Peter Doyle, Pierre Landolt and Pedro Reiser, each for a 3 year term of office.

5. Election of the Auditors and Group Auditors

The Board of Directors proposes the re-election of Ernst & Young AG as Auditors of Syngenta AG and Group Auditors for the business year 2003.

On behalf of the Board of Directors of Syngenta AG

Heinz Imhof, Chairman

Additional Information/Organisational Matters

All CREST members holding CDI's as beneficial owners, or CREST members holding CDI's as legal owners and acting upon instructions of the beneficial owners, or the beneficial owners of CDI's entered in the CREST register or in the register of Lloyds on March 31, 2003 are entitled to attend the General Meeting and to cast their votes as proxies of CREST International Nominee Ltd. (CIN) or alternatively to give written instructions to CIN on how to vote.

All nominees are requested to forward the invitation to the General Meeting to the beneficiaries of CDI's.

Participation at the Ordinary General Meeting of Shareholders in person. CDI Holders are provided, together with the invitation to the General Meeting, with an order and proxy card. If you wish to attend the General Meeting in person you should tick the OGM registration box on the "Instructions" form and return it in good time. In this case you will receive an information package, which will direct you to the location of the General Meeting in Basel, Switzerland, where your voting material will be deposited for you at the entrance. Please note that we are unable to guarantee a processing of applications received after 16 April 2003, noon.

If you do not wish or are unable to attend the General Meeting, please complete the enclosed proxy card and return the signed form in good time. Please note, that we are unable to guarantee a processing of forms received after Wednesday 23 April 2003, noon.

The Annual Report is mailed to all CDI Holders who ordered a copy. You can also order the report subsequently by calling your Lloyds TSB Registrars under: 0870 600 3984.

The entire report is also published on the Internet at: www.syngenta.com.

The Annual Report is also available for examination by CDI Holders at the domicile of the Company at Schwarzwaldallee 215, Basel from 17 March 2003 onwards.

Appendix to the invitation

Notes to the proposals of the Board of Directors

Ad Item 3:

The total amount of dividend on all CDI's net of 35% Swiss Withholding Tax will be paid by Syngenta AG to CREST in Swiss Francs (CHF) on 5 May 2003. CREST is expected to pay the dividend to its members in CHF on 6 May 2003 or convert it according to instructions into other currencies and pay it on 8 May 2003. Lloyds registered CDI Holders will receive dividends from Lloyds, in GBP, within 3 weeks after 5 May 2003.

Ad Item 4:

The terms of office of the following Board members of Syngenta AG are due to expire at this year's General Meeting:

Peggy Bruzelius, Peter Doyle, Pierre Landolt and Pedro Reiser.

All four members are standing for re-election.

As set out in Article 20 of the Articles of Incorporation of Syngenta AG the term of office is determined for each member of the Board Directors at the occasion of its election and shall not exceed 3 years. The several terms of office are co-ordinated so that in each year approximately one third of all members of the Board of Directors are subject to re-election or election.

