

SYNGENTA EUROPE LIMITED

Directors' Report and Financial Statements

For the year ended 31 December 2008

Registered Number: 4312779

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DIRECTORS' REPORT AND FINANCIAL STATEMENTS

for the year ended 31 December 2008

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SYNGENTA EUROPE LIMITED

COMPANY SUMMARY

Directors

Mr A D Johnson
Ms K Elce
Mrs E Worsley

Secretary

Mr M Bayliss

Registered office

European Regional Centre
Priestley Road
Surrey Research Park
Guildford
Surrey
GU2 7YH

Auditors

Ernst & Young LLP
Apex Plaza
Reading
Berkshire
RG1 1YE

DIRECTORS' REPORT for the year ended 31 December 2008

The directors of Syngenta Europe Limited submit their report together with the audited financial statements of the company for the year ended 31 December 2008.

Principal activities

The company has not traded since 31 December 2006.

The principal activity of Syngenta Europe Limited until 31 December 2006 was supplying administrative and support services to other companies within the Syngenta Group. On 31 December 2006 the company sold this entire business and all employees transferred to the acquiring company.

Review of the business and future developments

During the financial year the company did not trade and received no income or incurred any expenditure. The company is not expected to trade in future periods.

Dividends

The directors have recommended that no dividend be paid for the current year (2007: £nil).

Directors

The directors whose names appear on page 2 of this report were directors of the company during the year and remain so at the date of the report (unless stated otherwise).

Disclosure of information to the auditors

The directors who were members of the board at the time of approving the directors' report are listed on page 2. Having made enquiries of fellow directors and of the company's auditors, each of these directors confirms that:

- To the best of each director's knowledge and belief, there is no information relevant to the preparation of the auditors' report of which the company's auditors are unaware; and
- Each director has taken all the steps a director might reasonably be expected to have taken to be aware of relevant audit information and to establish that the company's auditors are aware of that information.

Auditors

Ernst & Young LLP have indicated their willingness to serve as auditors for the coming year.

DIRECTORS' REPORT for the year ended 31 December 2008 (continued)

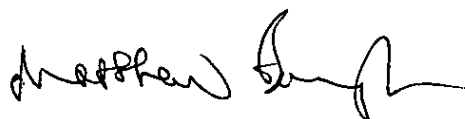
Statement of directors' responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations. Company law requires the directors to prepare, for each accounting period, financial statements. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (UK Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of affairs of the company as at the end of the accounting period and of the profit or loss for that period. The directors are required to prepare the financial statements on a going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors confirm that suitable accounting policies have been used and applied consistently. They also confirm that reasonable and prudent judgements and estimates have been made in preparing the financial statements for the year ended 31 December 2008 and that applicable accounting standards have been followed.

The directors are responsible for ensuring proper accounting records are kept which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for taking reasonable steps to safeguard the assets of the company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

By order of the Board

A handwritten signature in black ink, appearing to read 'M Bayliss', followed by a stylized flourish.

M Bayliss
Secretary
2 July 2009

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SYNGENTA EUROPE LIMITED

We have audited the company's financial statements for the year ended 31 December 2008 which comprise the Profit and Loss Account, Statement of Total Recognised Gains and Losses, Balance Sheet and the related notes 1 to 9. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable United Kingdom law and Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether, in our opinion, the information given in the Directors' Report is consistent with the financial statements.

In addition, we report to you, if in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SYNGENTA EUROPE LIMITED (continued)

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2008;
- The financial statements have been properly prepared in accordance with the Companies Act 1985; and
- The information given in the directors' report is consistent with the financial statements.

Ernst & Young LL

Ernst & Young LLP
Registered Auditor
Reading

6 July 2009

SYNGENTA EUROPE LIMITED

PROFIT AND LOSS ACCOUNT
for the year ended 31 December 2008

During the financial year and the preceding financial year the company did not trade and has received no income and incurred no expenditure. Consequently, during those years the company made neither a profit nor a loss.

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
for the year ended 31 December 2008

The company has no recognised gains and losses other than those included in the profit and loss account.

SYNGENTA EUROPE LIMITED

BALANCE SHEET
as at 31 December 2008

	Note	2008 £'000	2007 £'000
Current assets			
Debtors	4	971	996
Creditors : amounts falling due within one year	5	-	(25)
Net current assets		971	971
Total assets less current liabilities		971	971
Net assets		971	971
Capital and reserves			
Called up share capital	6	-	-
Profit and loss account	7	971	971
Shareholders' funds	8	971	971

The financial statements on pages 7 to 11 were approved by the board of directors and were signed on its behalf on 2 July 2009 by:



Mr A D Johnson
Director

NOTES RELATING TO THE FINANCIAL STATEMENTS for the year ended 31 December 2008

1. Principal accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Basis of accounting – going concern

The financial statements have been prepared under the historical cost convention and applicable accounting standards. The accounting policies have been reviewed following the disposal of the company's business on 31 December 2006 and are still appropriate since the company has sufficient net assets and net current assets to meet its liabilities as they fall due. Accordingly the financial statements have been prepared on a going concern basis.

Related party transactions

As 100% of the company's voting rights are controlled within the group headed by Syngenta AG, the company has taken advantage of the exemption contained in FRS 8 'Related party disclosures' and has therefore not disclosed transactions or balances with entities which form part of the group headed by that company. There are no other related party transactions that require disclosure.

2. Directors emoluments

No emoluments were received by directors of the company for their services to the company (2007: Nil).

3. Operating profit

The auditors' remuneration was borne by a group company.

4. Debtors

	2008 £'000	2007 £'000
Amounts falling due within one year		
Amounts owed by group companies	971	996
	971	996

5. Creditors: amounts falling due within one year

	2008 £'000	2007 £'000
Amounts owed to group companies	-	25
	-	25

6. Called up share capital

	2008 £	2007 £
Authorised		
100,000 Ordinary shares of £1 each	100,000	100,000
Allotted, called up and fully paid		
1 Ordinary share of £1 each	1	1

NOTES RELATING TO THE FINANCIAL STATEMENTS for the year ended 31 December 2008
(continued)

7. Profit and loss account

	2008	2007
	£'000	£'000
At 1 January	971	971
Retained profit for the year	-	-
At 31 December	971	971

8. Reconciliation of movements in shareholders' funds

	2008	2007
	£'000	£'000
Profit for the financial year	-	-
Opening shareholders' funds	971	971
Shareholders' funds at end of year	971	971

9. Ultimate holding company

The immediate parent company is Syngenta Holdings Limited, incorporated in the UK. The ultimate controlling party is Syngenta AG, a company incorporated in Switzerland.

The directors regard Syngenta AG as the group's ultimate parent undertaking and controlling party. Syngenta AG is also the parent of the largest and smallest group for which consolidated financial statements that include the results of Syngenta Europe Limited are prepared. Copies of the group consolidated financial statements can be obtained from Syngenta AG, Werk Rosental, Schwarzwaldallee 215, CH-4058 Basel, Switzerland.