

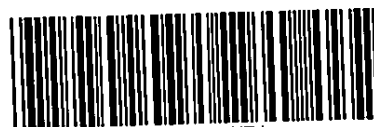
SYNGENTA EUROPE LIMITED

Directors' Report and Financial Statements

For the year ended 31 December 2009

Registered Number 4312779

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SYNGENTA EUROPE LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

for the year ended 31 December 2009

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SYNGENTA EUROPE LIMITED

COMPANY SUMMARY

Directors

Mr A D Johnson

Ms K Elce

Mrs E Worsley (resigned 31st March 2010)

Secretary

Mr M Bayliss

Registered office

European Regional Centre

Priestley Road

Surrey Research Park

Guildford

Surrey

GU2 7YH

Auditors

Ernst & Young LLP

Wessex House

19 Threefield Lane

Southampton

SO14 2QB

SYNGENTA EUROPE LIMITED

Company registration number 4312779

DIRECTORS' REPORT for the year ended 31 December 2009

The directors of Syngenta Europe Limited submit their report together with the audited financial statements of the company for the year ended 31 December 2009

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 authorised the payment of an interim dividend for the current year of £900,000, which was made on 17th December 2009 (2008: nil).

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).

Going Concern

After making an assessment of the company's financial position, the directors have a reasonable expectation that the company has adequate resources to continue to meet its obligations as they fall due for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

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 2009 (continued)

Statement of directors' responsibilities

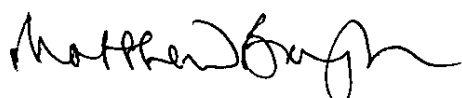
The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to

- Select suitable accounting policies and then apply them consistently,
- Make judgements and estimates that are reasonable and prudent,
- State whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

By order of the Board



M Bayliss
Secretary
21 July 2010

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SYNGENTA EUROPE LIMITED

We have audited the financial statements of Syngenta Europe Limited for the year ended 31 December 2009 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet and the related notes 1 to 8. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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 auditor's 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

As explained more fully in the Directors' Responsibilities Statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

Opinion on financial statements

- In our opinion the financial statements
- give a true and fair view of the state of the company's affairs as at 31 December 2009 and of its result for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

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

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

Ernst + Young UK

David Marshall (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Southampton

Date *26/7/2010*

SYNGENTA EUROPE LIMITED

PROFIT AND LOSS ACCOUNT
for the year ended 31 December 2009

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 2009

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 2009

	Note	2009 £'000	2008 £'000
Current assets			
Debtors	4	71	971
Creditors amounts falling due within one year		-	-
Net current assets		71	971
Total assets less current liabilities		71	971
Net assets		71	971
Capital and reserves			
Called up share capital	5	-	-
Profit and loss account	6	71	971
Shareholders' funds	7	71	971

The financial statements on pages 7 to 10 were approved by the board of directors and were signed on its behalf on 21 July 2010 by



Mr A D Johnson
Director

NOTES RELATING TO THE FINANCIAL STATEMENTS for the year ended 31 December 2009**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 in accordance with the Companies Act 2006 and applicable UK 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 (2008: £nil)

3. Operating profit

The auditors' remuneration was borne by a group company.

4 Debtors

	2009 £'000	2008 £'000
Amounts falling due within one year		
Amounts owed by group companies	71	971
	71	971

5 Called up share capital

	2009 £	2008 £
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 2009 (continued)**6 Profit and loss account**

	2009	2008
	£'000	£'000
At 1 January	971	971
Dividend paid	(900)	-
At 31 December	71	971

7 Reconciliation of movements in shareholders' funds

	2009	2008
	£'000	£'000
Dividend paid	(900)	-
Opening shareholders' funds	971	971
Shareholders' funds at end of year	71	971

8 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.