



## **Tax Basis Information for AstraZeneca and Syngenta Shares for U.S. holders of AstraZeneca shares**

Shareholders of AstraZeneca received shares in Syngenta as a result of the spin-off of Novartis agribusiness and Zeneca agrochemicals business from each of Novartis and AstraZeneca and the combination of these businesses into Syngenta. The following is an excerpt from the prospectus provided to shareholders dated September 18, 2000. The information below is for illustrative purposes only and is qualified in its entirety by the discussion in the Prospectus. In the event of any inconsistency, the discussion in the Prospectus governs. Shareholders should consult their own tax advisors as to the tax consequences of the transactions in light of their own particular circumstances, including the effect of any state, local or non-U.S. tax laws.

*“The following sets forth the opinion of Davis Polk & Wardwell, as to the material U.S. federal income tax consequences relating to AstraZeneca’s in kind distribution of Syngenta shares. The distribution in kind by AstraZeneca of the Syngenta shares should qualify as a tax-free spin-off under section 355 of the U.S. Internal Revenue Code. Assuming the distribution in kind qualifies as a tax-free spin-off, U.S. holders of AstraZeneca shares will not be subject to taxation in respect of the distribution for United States federal income tax purposes (except to the extent cash is received in lieu of fractional Syngenta shares or Syngenta ADSs). Instead, the U.S. holder’s aggregate adjusted tax basis in its AstraZeneca and Syngenta shares after the distribution will equal the aggregate basis of AstraZeneca shares held by the shareholder immediately prior to the distribution, allocated between the AstraZeneca shares and the Syngenta shares held by such holder in proportion to the relative fair market value of each on the date of distribution. Furthermore, a U.S. holder’s holding period for the Syngenta shares will include the period during which such holder owned the AstraZeneca shares in respect of which the distribution is made.”*

The tax laws provide no clear guidance as to how the determination of fair market value should be made. One reasonable approach to making an approximation of fair market value is to use the closing prices for the shares traded on the New York Stock Exchange on the relevant date. November 13, 2000 was the first day of trading in Syngenta. The closing prices on the New York Stock Exchange for the shares are as follows:

|               |           |
|---------------|-----------|
| AstraZeneca : | \$49.6875 |
| Syngenta      | \$ 8.8125 |

For holders of AstraZeneca ADSs, for each AstraZeneca ADS held, you received .12426 ADSs of Syngenta (each Syngenta ADS represents 1/5 of a Syngenta ordinary share).

Based on this approach, the tax basis allocation ratio for AstraZeneca and Syngenta would be .977961 for AstraZeneca and .022039 for Syngenta.

The Prospectus also provides that AstraZeneca will provide U.S. shareholders with the information required by U.S. Treasury regulations to be included in a statement to be attached to the shareholder's U.S. federal income tax return for the year in which the Syngenta stock was received. Treasury regulations require that the statement set forth the data that may be appropriate in order to show the qualification of the transaction as tax-free, including a description of the stock received by the shareholder and the names and addresses of all of the corporations involved in the transaction. Shareholders should consult their own tax advisors as to the specific statements to be attached to their year 2000 federal income tax return. On the following page is attached an example of a statement that shareholders may decide to attach to their year 2000 federal income tax return.

**INFORMATION STATEMENT  
TO THE INTERNAL REVENUE SERVICE**

**Statement of a Shareholder Receiving a Distribution of Stock in  
Syngenta AG (a controlled corporation) pursuant to  
Treasury Regulation Section 1.355-5(b)**

1. The undersigned, a shareholder owning shares of AstraZeneca PLC as of November 13, 2000, received a distribution of stock in a controlled corporation pursuant to Section 355 of the Internal Revenue Code.

2. The names and addresses of the corporations involved are:

Distributing corporation:

AstraZeneca PLC  
15 Stanhope Gate  
London W1Y 6LN  
United Kingdom

Controlled corporation:

Syngenta AG  
Schwarzwaldallee 215  
4058 Basel  
Switzerland

3. No stock or securities in AstraZeneca PLC were surrendered by the undersigned.

4. \_\_\_\_\_ American Depositary Shares of Syngenta AG representing \_\_\_\_\_ common shares of Syngenta AG were received by the undersigned.

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature of Shareholder