

**UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION**

In the Matter of)	
)	
Novartis AG,)	
)	File No. 001-0082
a corporation,)	
)	
AstraZeneca, PLC,)	
)	
a corporation, and)	
)	
Syngenta AG,)	
)	
a corporation to be formed.)	
)	

AGREEMENT CONTAINING CONSENT ORDERS

The Federal Trade Commission (“Commission”), having initiated an investigation of the proposed combination of Novartis AG’s (“Novartis”) crop protection and seeds businesses and AstraZeneca PLC’s (“Zeneca”) crop protection business to form Syngenta AG (“Syngenta”), and it now appearing that Novartis, Zeneca, and Syngenta, hereinafter sometimes referred to as “Proposed Respondents,” are willing to enter into this Agreement Containing Consent Orders (“Consent Agreement”) to divest certain assets and providing for other relief:

IT IS HEREBY AGREED by and between Proposed Respondents, by their duly authorized officers and attorneys, and counsel for the Commission that:

1. Novartis is a corporation organized, existing and doing business under and by virtue of the laws of Switzerland, with its office and principal place of business located at Lichtstrasse 35, CH-4002, Basel, Switzerland.
2. Zeneca is a corporation organized, existing and doing business under and by virtue of the laws of the United Kingdom, with its office and principal place of business located at 15 Stanhope Gate, London W1K 1LN, United Kingdom.
3. Syngenta will be formed as a corporation organized, existing and doing business under and by virtue of the laws of Switzerland with its office and principal place of business located in Basel, Switzerland.

4. Proposed Respondents admit all the jurisdictional facts set forth in the draft of Complaint here attached.
5. Proposed Respondents waive:
 - a. any further procedural steps;
 - b. the requirement that the Commission's Decision and Order and Order to Maintain Assets, which are attached hereto and made a part hereof, contain a statement of findings of fact and conclusions of law;
 - c. all rights to seek judicial review or otherwise to challenge or contest the validity of the Decision and Order and Order to Maintain Assets entered pursuant to this Consent Agreement; and
 - d. any claim under the Equal Access to Justice Act.
6. Proposed Respondents shall submit, within thirty (30) days of the date this Consent Agreement is signed by Proposed Respondents and every thirty (30) days thereafter until the Decision and Order is final, an initial report, pursuant to Commission Rule 2.33, 16 C.F.R. § 2.33, signed by Proposed Respondents, setting forth in detail the manner in which Proposed Respondents have complied and will comply with the Decision and Order and Order to Maintain Assets. Proposed Respondents shall include in their reports, among other things, a full description of the efforts being made to comply with the Decision and Order and Order to Maintain Assets, including, when applicable, a description of all substantive contacts or negotiations for the divestiture, identity of all parties contacted, copies of written communications to and from such parties, and all reports and recommendations concerning divestiture. Such reports will not become part of the public record unless and until the accompanying Consent Agreement, Decision and Order, and Order to Maintain Assets are accepted by the Commission for public comment.
7. Because there may be interim competitive harm, and divestiture or other relief resulting from a proceeding challenging the legality of the proposed joint venture may not be possible, or may be less than an effective remedy, the Commission may issue its Complaint and an Order to Maintain Assets in this matter at any time after it accepts the Consent Agreement for public comment.
8. This Consent Agreement shall not become part of the public record of the proceeding unless and until it is accepted by the Commission. If this Consent Agreement is accepted by the Commission, it, together with the Complaint contemplated thereby, will be placed on the public record for a period of thirty (30) days and information in respect thereto publicly released. The Commission thereafter may either withdraw its acceptance of this Consent Agreement and so notify Proposed Respondents, in which event it will take such

action as it may consider appropriate, or issue or amend its Complaint if circumstances so require, and issue its Decision and Order, in disposition of the proceeding.

9. This Consent Agreement is for settlement purposes only and does not constitute an admission by Proposed Respondents that the law has been violated as alleged in the draft Complaint here attached, or that the facts as alleged in the draft of Complaint, other than jurisdictional facts, are true.
10. This Consent Agreement contemplates that, if it is accepted by the Commission, and if such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of Commission Rule 2.34, 16 C.F.R. § 2.34, the Commission may, without further notice to Proposed Respondents, (1) issue and serve its Complaint (if not already issued) corresponding in form and substance with the draft Complaint here attached, (2) issue and serve its Decision and Order and Order to Maintain Assets (if not already issued), and (3) make information public with respect thereto. When so entered, the Decision and Order and Order to Maintain Assets shall have the same force and effect, and may be altered, modified or set aside in the same manner and within the same time provided by statute for other orders. The Decision and Order and Order to Maintain Assets shall become final upon service. Delivery of the Complaint, Decision and Order, and Order to Maintain Assets to Proposed Respondents at the addresses specified in this Consent Agreement or to Proposed Respondents' United States counsel by any means specified in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a), shall constitute service. Proposed Respondents waive any right they may have to any other manner of service. The Complaint may be used in construing the terms of the Decision and Order and Order to Maintain Assets, and no agreement, understanding, representation, or interpretation not contained in the Decision and Order, Order to Maintain Assets, or the Consent Agreement may be used to vary or contradict the terms of the Decision and Order or the Order to Maintain Assets.
11. By signing this Consent Agreement, Proposed Respondents represent that they can accomplish the full relief contemplated by the attached Decision and Order and Order to Maintain Assets.
12. Proposed Respondents have read the Complaint, Decision and Order, and Order to Maintain Assets contemplated hereby. Proposed Respondents understand that once the Decision and Order and Order to Maintain Assets have been issued, they will be required to file one or more compliance reports showing that they have fully complied with the Decision and Order and Order to Maintain Assets. Proposed Respondents agree to comply with the terms of the Decision and Order and Order to Maintain Assets from the date they sign this Consent Agreement. Proposed Respondents further understand that they may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order and Order to Maintain Assets after they become final.

Signed this _____ day of _____, 2000.

NOVARTIS AG

Dr. Martin Henrich
Associate General Counsel

Dr. Peter Tobler
Associate General Counsel

ASTRAZENECA PLC

Graeme H. R. Musker
Secretary and Solicitor

SYNGENTA AG

Heinz Imhof, Chairman
Board of Directors

Michael Pragnell, Director
Board of Directors

FEDERAL TRADE COMMISSION

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