

SYNGENTA AG
Form 6-K
July 07, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16
OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of July, 2016

Commission File Number: 001-15152

SYNGENTA AG

(Translation of registrant's name into English)

Schwarzwaldallee 215

4058 Basel

Switzerland

(Address of principal executive offices)

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes No

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes No

Re: SYNGENTA AG

Disclosure: **“New Syngenta Articles of Incorporation”**

Filed herewith are the new Articles of Incorporation of Syngenta AG. They reflect Syngenta’s new share capital effective as of July 11, 2016 after cancellation of shares as approved by the Annual General Meeting of Shareholders on April 26, 2016 and entered into the Commercial Register of Basel on July 6, 2016.

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1 Corporate Name, Registered Office, Purpose and Duration

Corporate name Article 1

Registered office A company limited by shares is formed under the corporate name:
Syngenta AG
Syngenta SA
Syngenta Ltd.
with its registered office in Basel.

Purpose Article 2

- ¹ Purpose of the Company is to hold interests in enterprises, particularly in the areas of agribusiness; in special circumstances the Company may directly operate such businesses.
- ² The Company may acquire, mortgage, liquidate or sell real estate and intellectual property rights in Switzerland or abroad.

Duration Article 3

The duration of the Company is unlimited.

1

2 Share Capital

Share capital Article 4

¹ The share capital of the Company is CHF 9,257,814.90, fully paid-in and divided into 92,578,149 registered shares. Each share has a par value of CHF 0.10.

² Upon resolution of the General Meeting of Shareholders registered shares may be converted into bearer shares and bearer shares may be converted into registered shares.

Share register
and restrictions Article 5
of

registration,
nominees

The Company shall maintain a share register showing the name(s), first name(s), domicile, address and nationality (in the case of legal entities the registered office) of the holders or usufructuaries of registered shares. Holders who may exercise the voting rights of shares which they do not own will be mentioned upon request in the notes of the share register in case their entitlement is based on law (legal usufructuary, mandatory legal representative of a minor and so forth).

² Upon request acquirers of registered shares are registered in the share register as shareholders with the right to vote, provided that they declare explicitly to have acquired the registered shares in their own name and for their own account.

³ After hearing the registered shareholder or nominee, the Board of Directors may cancel, with retroactive effect as of the date of registration, the registration of shareholders or nominees if the registration was based on false information. The respective shareholder or nominee shall be informed immediately of such cancellation.

⁴ The Board of Directors may specify the details of registration in specific rules which take into account market practice in all of those markets where shares of the Company are listed. In particular, irrespective of the restriction set forth in article 5 paragraph 2 above, the Board of Directors may, based on separate regulations or individual agreements, allow the entry into the share register as shareholders with voting rights of nominees.

Share certificates
and intermediated

Article 6

securities

1 The Company may issue its shares as individual share certificates, global share certificates or
uncertificated securities. Within the scope of the legal framework, the Company may at any time
convert its shares issued in one of the above forms into another without the shareholder's consent.

The costs of such a conversion shall be borne by the Company.

2 The shareholder is not entitled to demand the conversion of shares issued in one form into
another. Each shareholder may, however, request from the Company at any time a confirmation
of the shares registered in the share register under his name.

3 Intermediated securities ("Bucheffecten") with underlying shares of the Company may not be
transferred by way of assignment. Security interests for these intermediated securities cannot be
granted by means of assignment.

Exercise of rights

Article 7

1 The shares are not divisible. The Company accepts only one representative per share.

2 The right to vote and the other rights associated with a share may only be exercised by a
shareholder, a usufructuary or a nominee who is registered as a shareholder with the right to vote
in the share register.

3 Corporate Bodies

A. General Meeting of Shareholders

Competence Article 8

The General Meeting of Shareholders is the supreme body of the Company.

Annual General Meeting of

Article 9

Shareholders

The Annual General Meeting of Shareholders shall be held each year within 6 months after the close of the business year of the Company; at the latest 20 days before the meeting, the Business Report, the Compensation Report and the report of the External Auditor shall be made available for inspection by the shareholders at the registered office of the Company or be sent to shareholders on request.

Extraordinary General Meeting of

Article 10

Shareholders

¹ Extraordinary General Meetings of Shareholders shall take place upon request of the Board of Directors or the External Auditor.

Furthermore, Extraordinary General Meetings of Shareholders shall be convened upon resolution of a General Meeting of Shareholders or if it is requested by one or more shareholders who are ² representing in the aggregate not less than 10 % of the share capital and submit a petition signed by such shareholder or shareholders specifying the items for the agenda and the proposals.

Convening of General Meetings of

Article 11

Shareholders

¹ General Meetings of Shareholders shall be convened by the Board of Directors, or, if necessary, by the External Auditor, at the latest 20 days before the date of the meeting. The meeting shall be convened by way of a notice appearing once in the official publication organ of the Company. Registered shareholders may also be informed by mail or by electronic means.

The notice of a meeting shall state the items on the agenda and the proposals of the Board of Directors and, as the case may be, of the shareholders who demanded that a General Meeting of Shareholders be convened or that a certain item be included in the agenda and, in case of elections, the names of the nominated candidates.

Agenda Article 12

One or more shareholders whose combined shareholdings represent an aggregate nominal value of at least CHF 10,000.– may demand that an item be included in the agenda of a General Meeting of Shareholders. Such a demand must be made in writing at the latest 60 days before the meeting and shall specify the items and the proposals of such shareholder.

No resolution shall be passed at a General Meeting of Shareholders on matters for which no proper notice was given. This provision shall not apply to proposals to convene an Extraordinary General Meeting of Shareholders, to initiate a special audit or to appoint an External auditor at the request of a shareholder (article 700 paragraph 3 CO).

Presiding officer,

Article 13

minutes,

**vote
counters**

The General Meeting of Shareholders shall take place at the registered office of the Company, unless the Board of Directors decides otherwise. The Chairman of the Board of Directors or in his absence the Vice-Chairman or any other member of the Board of Directors designated by the Board of Directors shall take the chair.

The presiding officer shall appoint a secretary and the vote counters. The presiding officer and the secretary shall sign the minutes.

Proxies Article 14

A shareholder may only be represented by his legal representative, another shareholder with the right to vote, proxies designated in agreements with or regulations relating to nominees or the Independent Proxy.

The Board of Directors shall specify the requirements regarding powers of attorney and instructions and the modalities and other aspects of the proxy in a separate set of regulations;

electronic powers of attorney and instructions without advanced or qualified electronic signature may also be admitted. The Chairman of the General Meeting of Shareholders shall decide whether a proxy will be accepted.

A general instruction from a shareholder to the Independent Proxy to vote according to the proposals of the Board of Directors on (i) matters for which no proper notice was given in the invitation to the General Meeting of Shareholders but on which a valid resolution can be passed pursuant to article 700 paragraph 3 CO, or (ii) proposals³ for additions or amendments to matters for which proper notice was given in the invitation but which are submitted after the invitation has been sent or at the General Meeting of Shareholders, shall be deemed to be a valid instruction for exercising the voting right.

Voting rights Article 15

Each share entitles the holder to one vote.

Resolutions, elections Article 16

¹ Unless the law requires otherwise, the General Meeting of Shareholders passes resolutions and elections with the absolute majority of the votes represented.

² Resolutions and elections shall be taken either on a show of hands or by electronic voting, unless the General Meeting of Shareholders decides for, or the presiding officer orders, a ballot.

The presiding officer may at any time have an election or resolution taken on a show of hands or electronically³ repeated by a ballot, if the results of the first vote appear unclear. In such case, the preceding election or resolution taken on a show of hands or electronically is deemed not to have taken place.

⁴ In case of elections, if no valid election has been made in the first vote and if there is more than one candidate, the presiding officer shall order a second vote in which the relative majority shall be decisive.