

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

In the Matter of)
)
)
 Novartis AG,)
)
 a corporation,)
)
 AstraZeneca, PLC,)
)
 a corporation, and)
)
 Syngenta AG,)
)
 a corporation to be formed.)

File No. 001-0082

AGREEMENT CONTAINING CONSENT ORDERS

The Federal Trade Commission (“Commission”), having initiated an investigation of the

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

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

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

FEDERAL TRADE COMMISSION

Frederick J. Horne
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APPROVED:

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