

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

In the Matter of)
)
China National Chemical Corporation,)
a corporation;) File No. 161-0093
)
ADAMA Agricultural Solutions Ltd.)
a corporation; and)
)
Makhteshim-Agan of North America, Inc.,)
d/b/a ADAMA,)
a corporation.)

AGREEMENT CONTAINING CONSENT ORDERS

The Federal Trade Commission (Commission), having initiated an investigation of the proposed acquisition by China National Chemical Corporation, ADAMA Agricultural Solutions Ltd., and Makhteshim-Agan of North America, Inc. (Proposed Respondents) of the outstanding voting securities of Syngenta AG and it now appearing that Proposed Respondents will 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 authorized offices and attorneys, and counsel for the Commission that:

1. Proposed Respondent China National Chemical Corporation is a corporation organized,

5. Proposed Respondents waive:
 - (a) any further procedural steps;
 - (b) the requirement that the Commission

10. This Consent Agreement and any compliance reports filed pursuant to this Consent Agreement shall not become part of the public record of the proceeding unless and until the Consent Agreement is accepted by the Commission. If this Consent Agreement is accepted by the Commission, it, together with the draft of 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 notify Proposed Respondents, in which event the Commission will take such action as it may consider appropriate, or amend its Complaint (in such form as the circumstances may require) and issue its Decision and Order, in disposition of the proceeding.
11. This Consent Agreement contemplates that, if it is accepted by the Commission, the Commission may (1) issue and serve its Complaint corresponding in form and substance with the draft of Complaint here attached, (2) issue and serve Orders to Maintain Assets and (3) make information public with respect thereto if such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of § 2.34 of the Commission's Rules, 16 C.F.R. § 2.34, the Commission may, without further notice to the Proposed Respondents, issue the attached Decision and Order containing an order to divest and providing for other relief in disposition of the proceeding.
12. When final and effective, the Decision and Order and the Order to Maintain Assets will 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 the Order to Maintain Assets shall become final and effective upon service. Delivery of the Complaint, the Decision and Order and the Order to Maintain Assets to Proposed Respondents by any means provided in § 4.4(a) of the Commission's Rules, 16 C.F.R. § 4.4(a), including, but not limited to, delivery to an office within the United States of counsel for Proposed Respondents identified in this Consent Agreement shall constitute service. Proposed Respondents waive any rights they may have to any other manner of service. Proposed Respondents also waive any right they may otherwise have to service of any Appendices attached or incorporated by reference into the Decision and Order or the Order to Maintain Assets if Proposed Respondents are already in possession of copies of such Appendices, and agree that they are bound to comply with and will comply with the Decision and Order and Order to Maintain Assets to the same extent as if they had been served with copies of the Appendices.
13. The Complaint may be used in construing the terms of the Decision and Order and the 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.
14. By signing this Consent Agreement, Proposed Respondents represent and warrant that they can accomplish the full relief contemplated by the attached Decision and Order (including effectuating all required divestitures, assignments, and transfers) and Order to

Maintain Assets and that all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement and the attached Decision and Order and the Order to Maintain Assets parties to, or within the control of parties to, this Consent Agreement and the attached Decision and Order to Maintain Assets

15. Proposed Respondents have read the draft of the Complaint, the Decision and Order, and the Order to Maintain Assets contemplated hereby. Proposed Respondents understand that once the Decision and Order and the Order to Maintain Assets have been issued, Proposed Respondents will be required to file one or more compliance reports setting forth in detail the manner in which they have complied, are complying, and will comply with the Decision and Order and the Order to Maintain Assets
16. Proposed Respondents agree to comply with the terms of the proposed Decision and Order and the 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 the Order to Maintain Assets after they become final and effective.

Makhteshim-Agan of North America, Inc.

Craig LuptonSmith, CFO
Makhteshim Agan of North America, Inc.

Dated: _____, 2017

Peter GuryanEsq.
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017
Counsel for China National Chemical
Corporation

Dated: _____, 2017