

The Companies Acts 1985 to 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
AGCO MANUFACTURING LIMITED
REGISTERED No. 571559

PRELIMINARY

WEDNESDAY



RM "R4KEC6CB" 18/11/2015 #36
COMPANIES HOUSE

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- (A) The regulations contained or incorporated in Table A of the Companies (Tables A to F) regulations 1985 and the Companies (Tables A to F) (Amendment) regulations 1985 ("**Table A**"), other than regulations 73 to 80 inclusive and 94 and 95, shall subject to the modifications hereinafter expressed, apply to the company and together with the regulations hereinafter contained, shall constitute the Articles of Association of the company
- (B) In regulation 1 of Table A "**execution**" includes both signature under hand and execution under seal
- (C) Words and expressions which are defined in Table A have the same meanings when used in these articles and reference to "**regulations**" means the regulations contained in Table A

PRIVATE COMANY

- 2 The company is a private company and accordingly the provisions of section 170 of the Financial Services Act 1986 shall apply to the company

SHARE CAPITAL

- 3 The authorised share capital of the company at the date of adoption of these Articles is £155,036,000 divided into 155,033,000 Shares of £1 each and 3,000 Cumulative Redeemable Participating Preference Shares of £1 each

ALLOTMENT OF SHARES

- 4 No shares shall be issued to any infant, bankrupt or person suffering from mental disorder (as that expression is used in regulation 81 (c))

APPOINTMENT AND REMOVAL OF DIRECTORS

- 5 The directors shall not be required to retire by rotation
- 6 Subject as otherwise provided by these articles, the company may by ordinary resolution appoint a person who is willing to act, to be a director, either to fill a vacancy or as an additional director
- 7 The directors may also appoint a person who is willing to act, to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with these articles as the maximum number of directors. A director so appointed shall not be subject to retirement or re-election at any Annual General Meeting
- 8 A Controlling Shareholder may at any time and from time to time by notice in writing to the company appoint one or more persons to be a director or directors of the company and to remove any director or directors from office (whether or not appointed pursuant to this Article 8). For the purposes of this Article 8 "Controlling Shareholder" shall mean a registered holder for the time being of not less than 75% in nominal value of the ordinary shares of the company from time to time ¹

POWERS AND PROCEEDINGS OF DIRECTORS

- 9 The directors may exercise all the powers of the company conferred by the Memorandum to pay and/or provide pensions, annuities, gratuities, superannuation and other allowances, benefits, advantages, facilities and services both for persons who are or have been directors of, or who are or have been employed by the company or by any subsidiary or associated company of the company and their dependants and relatives and the directors are entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers and regulation 87 does not apply to the company
- 10 Any director or member of a committee of the Board may participate in a meeting of the directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and any director or member of a committee participating in a meeting in this manner shall be deemed to be present in person at such meeting

BORROWING POWERS

¹ Amended by Special Resolution dated 11 November 2015

- 11 The directors may exercise all the powers of the company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof without limit and to issue debentures and other securities whether outright or as security (principal or collateral) for any debt liability or obligation of the company or of any third party

NOTICES

- 12 In regulation 112 the words "or by telex or facsimile transmission" shall be inserted before the words "or by sending it by" and the words "first class" shall be inserted before the words "post in a prepaid envelope" The provisions of regulation 112 as so varied shall (mutatis mutandis) apply also to notices to directors
- 13 Where a notice is sent by first class post, service of the notice, shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted

INDEMNITY

- 14 In addition to regulation 118, the company may purchase and maintain for any director or officer insurance against any such liability pursuant to section 310 (3) of the Act