

Company number: 02388894

The Companies Act 2006

Company limited by shares

AGCO International Limited (the "Company")

**Resolutions in writing of the sole member of the Company
passed in accordance with section 288 of the Companies Act 2006**

The undersigned, being the sole member of the Company **RESOLVE** as follows:

Ordinary resolutions

1. **That** the directors be and are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise a power of the Company to (i) allot shares in the Company, and/or (ii) grant rights to subscribe for or to convert any security into such shares, up to a maximum amount of £73,999,999.9880851884 at any time or times up to and including five years from the date of this resolution when this authority shall expire and this authority shall allow the Company to make an offer or agreement before the expiry of the authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority.
2. **That** on the recommendation of the directors the sum of £73,999,999.9880851884 being part of the Company's reserves be and is capitalised and that this sum be and is set free for distribution to the sole holder of the issued ordinary shares of £0.0124317 each in the capital of the Company in the proportion of £0.0041118 for every 1 ordinary share now held by the sole member on condition that it is not paid in cash but is applied in paying up in full 5,952,490,406 ordinary shares of £0.0124317 each in the capital of the Company to be allotted and issued credited as fully paid up at par to the sole member in the proportion of 1 new ordinary share of £0.0124317 each for every 3.0233818 ordinary shares of £0.0124317 each now held provided that fractional entitlements shall be ignored and the sole member shall not be entitled to fractional certificates or to payments in lieu of them.

WEDNESDAY



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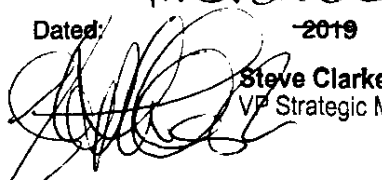
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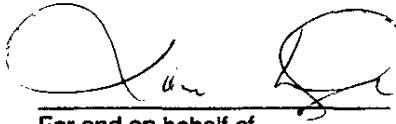
COMPANIES HOUSE

Dated: 9 March 2020
2019



Steve Clarke
VP Strategic Marketing & Brand Governance, EME

For and on behalf of
AGCO International GmbH



Linn Wenzelhan-Kato
VP Human Resources EME

For and on behalf of
AGCO International GmbH