

THE COMPANIES ACT 1985 and 2006  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION

**BAYER AGCO LIMITED**

(the "Company")

SATURDAY



A13

10/11/2012

#316

COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("2006 Act"), the directors of the Company propose that the following resolution (1) is passed as a Special Resolution ("Special Resolution")

**SPECIAL RESOLUTION****IT IS RESOLVED THAT**

- 1 the issued capital of the Company comprising 122,776,000 ordinary shares of £1 each be reduced to 1 ordinary share of £1 each by the cancellation of 122,775,999 ordinary shares, in accordance with the requirements of sections 641 to 644 (inclusive) of the Act, resulting in the creation of distributable reserves of £122,775,999 Further that these reserves be added to retained earnings of £44,390,000 as shown in the attached accounts of the Company prepared as of today's date, to give total reserves of £167,165,999 and that these reserves be used to extinguish £167,165,999 of the debt owed to the Company by Bayer CropScience Holdings Ltd by way of a dividend in specie

**AGREEMENT**

SPECIAL RESOLUTION	FOR	AGAINST
(1)	✓	

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, a member entitled to vote on the Resolution on 31<sup>st</sup> October 2012, hereby irrevocably agrees to the Resolution

Signed for and on behalf of

BAYER CROPSOURCE HOLDINGS LTD

By *Mark Wilkinson*

Date 31 OCTOBER 2012

**I certify this to be a true copy of the original.**

*Mark Wilkinson*

**Mark Wilkinson  
Company Secretary  
Bayer AGCO Ltd**

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