

CONFIRMATION STATEMENT

Bayer AGCO Limited

(the Company)

Company number 2450365

STATEMENT UNDER SECTION 644(5) OF THE COMPANIES ACT 2006

We, the directors named below (being all the directors of the Company as at the date of this statement), confirm that the copy of the solvency statement (made under section 643 of the Companies Act 2006) a copy of which is attached hereto

- was not made more than 15 days before the date on which the special resolution reducing the share capital of the Company (a copy of which is attached) dated 31st October 2012 was passed, and
- was provided to the sole member of the Company in accordance with section 642(2)

Signed by

Date

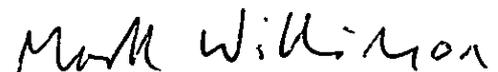
ANDREW ORME


UTE BOCKSTEGERS

Date 31/10/2012



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



**Mark Wilkinson
Company Secretary
Bayer AGCO Ltd**

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ANDREW ORME

Date .

31/10/2012

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