



## CHARTER OF THE FINANCE COMMITTEE

### OF THE BOARD OF DIRECTORS

OCTOBER 23, 2014

#### I. PURPOSE

The purpose of the Finance Committee of AGCO Corporation (the “Company”) shall be to assist the Board of Directors (the “Board”) in its oversight of the financial management of the Company including:

- The capital structure of the Company;
- Global financing strategies, objectives and plans;
- The Company’s credit profile and ratings;
- Capital expenditure and investment programs;
- The Company’s interests in retail and wholesale financing joint ventures;
- Annual budget process and review.

While the Finance Committee has the responsibilities set forth in this Charter, it is not the duty of the Finance Committee to plan or conduct audits or to determine that AGCO’s financial statements are complete and accurate and are in accordance with generally accepted accounting principles or to assure AGCO’s compliance with laws and regulations. This is the responsibility of management.

#### II. STRUCTURE AND OPERATIONS

##### **Composition and Qualifications**

The Finance Committee shall be comprised of at least three directors designated by the Board, each of whom shall meet the independence and qualification requirements of the New York Stock Exchange (the “NYSE”), Section 10A(m)(3) of the Securities Exchange Act of 1934 (the “Exchange Act”), and the rules and regulations of the Securities and Exchange Commission (the “SEC”).

##### **Appointment and Removal**

The members of the Finance Committee shall be designated by the Board annually and each member shall serve until such member’s successor is duly designated or until such member’s earlier resignation or removal. Any member of the Finance Committee may be removed, with or without cause, by a majority vote of the Board.

Unless a Chairperson is designated by the full Board, the members of the Finance Committee shall designate a Chairperson by majority vote of the full Finance Committee membership. The Chairperson will chair all sessions of the Finance Committee and set the agenda for Finance Committee meetings.

#### **Delegation to Subcommittees**

In fulfilling its responsibilities, the Finance Committee may delegate responsibilities to a subcommittee consisting of one or more members of the Finance Committee.

### **III. MEETINGS**

The Finance Committee shall ordinarily meet at least twice annually, or more frequently as circumstances dictate. Any member of the Finance Committee may call meetings of the Finance Committee. The Finance Committee may conduct executive sessions with Management. A majority of members of the Finance Committee shall constitute a quorum. The actions of a majority of members at a meeting at which a quorum is present will be the actions of the Finance Committee.

Any director of the Company who is not a member of the Finance Committee may attend meetings of the Finance Committee; provided, however, that any director who is not a member of the Finance Committee may not vote on any matter coming before the Finance Committee for a vote. The Finance Committee also may invite to its meetings any member of management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Finance Committee may meet in executive session as the Finance Committee deems necessary or appropriate.

### **IV. RESPONSIBILITIES AND DUTIES**

The following functions shall be common recurring activities of the Finance Committee in carrying out its purpose as set forth in Section I of this Charter. These functions should serve as a guide with the understanding that the Finance Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Finance Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purpose of the Finance Committee outlined in Section I of this Charter.

The Finance Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern within the purpose of the Finance Committee that the Finance Committee deems appropriate or necessary. The Finance Committee shall have the authority to engage independent counsel and other advisers, as it determines necessary to carry out its duties, and the Company shall provide for appropriate funding, as determined by the Finance Committee for the payment of (a) compensation to any independent counsel and other advisers employed by the Finance Committee and (b) ordinary administrative expenses of the Finance Committee that are necessary or appropriate in carrying out its duties.

To fulfill its responsibilities and duties, the Finance Committee shall:

### Capital Structure

At least annually and/ or prior to any material change, review and provide recommendations to the Board on new debt issuances and credit facilities, dividend policies and share repurchase authorizations. Provide guidance to management on overall strategy including capital adequacy, financial resources, liquidity and leverage.

### Global Financing Strategies, Objectives and Plans

At least annually and/ or prior to any material change, review and provide recommendations to Management regarding (i) interest rate management in light of capital structure recommendations; (ii) the Company's policies and practices for management of cash, foreign exchange and derivatives; and (iii) the strategic financial targets for the Company and benchmark comparisons against the peer group companies.

### Credit Profile and Ratings

Annually, review and provide recommendations to Management regarding the credit profile and credit ratings of the Company.

### Capital Expenditure and Investment Programs

Annually, review the past performance and adherence to Company policies for capital expenditures for major projects.

### Retail and Wholesale Financing Joint Ventures

Annually, review the performance, strategy and risk management associated with the Company's investments into retail and wholesale financing joint ventures.

### Annual Budget Review

Annually, review the proposed Company budgets and provide guidance and recommendations to the Board.

### Other

Coordinate and consult with the Audit Committee, as necessary, for the purposes of sharing information pertinent to the Audit Committee's consideration and areas of oversight.

## Reports

The Finance Committee shall:

- a. Report regularly to the Board (i) following meetings of the Finance Committee, (ii) with respect to such other matters as are relevant to the Finance Committee's discharge of its responsibilities, (iii) with respect to such recommendations as the Finance Committee may deem appropriate. The report to the Board may take the form of an oral report by the Chairperson or any other member of the Finance Committee designated by the Finance Committee to make such report.
- b. Maintain minutes and other records of meetings and activities of the Finance Committee, as appropriate under applicable law.

## **V. ANNUAL PERFORMANCE EVALUATION**

The Finance Committee shall perform a review and evaluation, at least annually, of the performance of the Finance Committee. In addition, the Finance Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Governance Committee any improvements to this Charter that the Finance Committee considers necessary or appropriate. The Finance Committee shall conduct such evaluation and reviews in such manner as it deems appropriate.