

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**  
**FORM 10-K**

**For the fiscal year ended December 31, 2017**  
**of**

**AGCO CORPORATION**

**A Delaware Corporation**  
**IRS Employer Identification No. 58-1960019**  
**SEC File Number 1-12930**

**4205 River Green Parkway**  
**Duluth, GA 30096**  
**(770) 813-9200**

AGCO Corporation's Common Stock is registered pursuant to Section 12(b) of the Act and is listed on the New York Stock Exchange.

AGCO Corporation is a well-known seasoned issuer.

AGCO Corporation is required to file reports pursuant to Section 13 or Section 15(d) of the Act. AGCO Corporation (1) has filed all reports required to be filed by Section 13 or 15(d) of the Act during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days.

Disclosure of delinquent filers pursuant to Item 405 of Regulation S-K will be contained in a definitive proxy statement, portions of which are incorporated by reference into Part III of this Form 10-K.

AGCO Corporation has submitted electronically and posted on its corporate website every Interactive Data File for the periods required to be submitted and posted pursuant to Rule 405 of Regulation S-T.

The aggregate market value of AGCO Corporation's Common Stock (based upon the closing sales price quoted on the New York Stock Exchange) held by non-affiliates as of June 30, 2017 was approximately \$4.5 billion. For this purpose, directors and officers and the entities that they control have been assumed to be affiliates. As of February 23, 2018, 79,614,896 shares of AGCO Corporation's Common Stock were outstanding.

AGCO Corporation is a large accelerated filer and is not a shell company.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of AGCO Corporation's Proxy Statement for the 2018 Annual Meeting of Stockholders are incorporated by reference into Part III of this Form 10-K.

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**TABLE OF CONTENTS**

**PART I**

[Item 1. Business](#)

[Item 1A. Risk Factors](#)

[Item 1B. Unresolved Staff Comments](#)

[Item 2. Properties](#)

[Item 3. Legal Proceedings](#)

[Item 4. Mine Safety Disclosures](#)

**PART II**

[Item 5. Market For Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities](#)

[Item 6. Selected Financial Data](#)

[Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations](#)

[Item 7A. Quantitative and Qualitative Disclosures About Market Risk](#)

[Item 8. Financial Statements and Supplementary Data](#)

[Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure](#)

[Item 9A. Controls and Procedures](#)

[Item 9B. Other Information](#)

**PART III**

[Item 10. Directors, Executive Officers and Corporate Governance](#)

[Item 11. Executive Compensation](#)

[Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters](#)

[Item 13. Certain Relationships and Related Transactions, and Director Independence](#)

[Item 14. Principal Accounting Fees and Services](#)

**PART IV**

[Item 15. Exhibits and Financial Statement Schedules](#)

[Item 16. Form 10-K Summary](#)

**SIGNATURES**

**PART I**

**Item 1. Business**

AGCO Corporation (“AGCO,” “we,” “us,” or the “Company”) was incorporated in Delaware in April 1991. Our executive offices are located at 4205 River Green Parkway, Duluth, Georgia 30096, and our telephone number is (770) 813-9200. Unless otherwise indicated, all references in this Form 10-K to the Company include our subsidiaries.

**General**

We are a leading manufacturer and distributor of agricultural equipment and related replacement parts throughout the world. We sell a full range of agricultural equipment, including tractors, combines, self-propelled sprayers, hay tools, forage equipment, seeding and tillage equipment, implements, and grain storage and protein production systems. Our products are widely recognized in the agricultural equipment industry and are marketed under a number of well-known brands, including Challenger®, Fendt®, GSI®, Massey Ferguson® and Valtra®. We distribute most of our products through approximately 4,200 independent dealers and distributors in approximately 150 countries. In addition, we also provide retail and wholesale financing through our finance joint ventures with Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A., which we refer to as “Rabobank.”

**Products**

The following table sets forth a description of the Company’s products and their percentage of net sales:

<b>Product</b>	<b>Product Description</b>	<b>Percentage of Net Sales</b>		
		<b>2017</b>	<b>2016</b>	<b>2015</b>
Tractors	• High horsepower tractors (100 to 600 horsepower); typically used on larger farms, primarily for row crop production	57%	57%	57%
	• Utility tractors (40 to 100 horsepower); typically used on small- and medium-sized farms and in specialty agricultural industries, including dairy, livestock, orchards and vineyards			
	• Compact tractors (under 40 horsepower); typically used on small farms and specialty agricultural industries, as well as for landscaping and residential uses			
Replacement Parts	• Replacement parts for all of the products we sell, including products no longer in production. Most of our products can be economically maintained with parts and service for a period of ten to 20 years. Our parts inventories are maintained and distributed through a network of master and regional warehouses throughout North America, South America, Europe, Africa, China and Australia in order to provide timely response to customer demand for replacement parts	16%	16%	16%
Grain Storage and Protein Production Systems	• Grain storage bins and related drying and handling equipment systems; seed-processing systems; swine and poultry feed storage and delivery, ventilation and watering systems; and egg production systems and broiler production equipment	13%	12%	10%
Hay Tools and Forage Equipment, Implements & Other Equipment	• Round and rectangular balers, loader wagons, self-propelled windrowers, forage harvesters, disc mowers, spreaders, rakes, tedders, and mower conditioners; used for the harvesting and packaging of vegetative feeds used in the cattle, dairy, horse and renewable fuel industries	7%	7%	9%
	• Implements, including disc harrows, which cut through crop residue, leveling seed beds and mixing chemicals with the soils; heavy tillage, which break up soil and mix crop residue into topsoil, with or without prior discing; field cultivators, which prepare a smooth seed bed and destroy weeds; and drills, which are primarily used for small grain seeding			
	• Planters and other planting equipment; used to apply fertilizer and plant seeds in the field, typically used in row crop seeding			
Combines	• Other equipment, including loaders; used for a variety of tasks, including lifting and transporting hay crops			
	• Combines, sold with a variety of threshing technologies and complemented by a variety of crop-harvesting heads; typically used in harvesting grain crops such as corn, wheat, soybeans and rice	4%	4%	4%
Application Equipment	• Self-propelled, three- and four-wheeled vehicles and related equipment; for use in the application of liquid and dry fertilizers and crop protection chemicals both prior to planting crops (“pre-emergence”) and after crops emerge from the ground (“post-emergence”)	3%	4%	4%

## Marketing and Distribution

We distribute products primarily through a network of independent dealers and distributors. Our dealers are responsible for retail sales of equipment to end users and after-sales service and support. Our distributors may sell our products through networks of dealers supported by the distributors, and our distributors also may directly market our products and provide customer service support. Our sales are not dependent on any specific dealer, distributor or group of dealers.

In some countries, we utilize associates and licensees to provide a distribution channel for our products and a source of low-cost production for certain Massey Ferguson and Valtra products. Associates are entities in which we have an ownership interest, most notably in India. Licensees are entities in which we have no ownership interest. The associate or licensee generally has the exclusive right to produce and sell Massey Ferguson or Valtra equipment in its licensed territory under such tradenames but may not sell these products in other countries. We generally license certain technology to these licensees and associates, and we may sell them certain components used in local manufacturing operations.

<b>Geographical region</b>	<b>Independent Dealers and Distributors</b>	<b>Percent of Net Sales</b>		
	<b>2017</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>
Europe	1,530	53%	53%	51%
North America	1,830	23%	24%	26%
South America	250	13%	12%	13%
Rest of World <sup>(1)</sup>	590	11%	11%	10%

(1) Consists of approximately 71 countries in Africa, the Middle East, Australia and Asia.

### ***Dealer Support and Supervision***

We believe that one of the most important criteria affecting a farmer's decision to purchase a particular brand of equipment is the quality of the dealer who sells and services the equipment. We support our dealers in order to improve the quality of our dealer network. We monitor each dealer's performance and profitability and establish programs that focus on continuous dealer improvement. Our dealers generally have sales territories for which they are responsible.

We believe that our ability to offer our dealers a full product line of agricultural equipment and related replacement parts, as well as our ongoing dealer training and support programs focusing on business and inventory management, sales, marketing, warranty and servicing matters and products, help ensure the vitality and increase the competitiveness of our dealer network. We also maintain dealer advisory groups to obtain dealer feedback on our operations.

We provide our dealers with volume sales incentives, demonstration programs and other advertising support to assist sales. We design our sales programs, including retail financing incentives, and our policies for maintaining parts and service availability with extensive product warranties, to enhance our dealers' competitive position.

## Manufacturing and Suppliers

### ***Manufacturing and Assembly***

We manufacture and assemble our products in 51 locations worldwide, including seven locations where we operate joint ventures. Our locations are intended to optimize capacity, technology or local costs. Furthermore, we continue to balance our manufacturing resources with externally-sourced machinery, components and/or replacement parts to enable us to better control costs, inventory levels and our supply of components. We believe that our manufacturing facilities are sufficient to meet our needs for the foreseeable future. Please refer to Item 2, "Properties," where a listing of our principal manufacturing locations is presented.

Our AGCO Power engines division produces diesel engines, gears and generating sets. The diesel engines are manufactured for use in a portion of our tractors, combines and sprayers, and also are sold to third parties. AGCO Power specializes in the manufacturing of off-road engines in the 75 to 600 horsepower range.

### ***Third-Party Suppliers***

We externally source some of our machinery, components and replacement parts from third-party suppliers. Our production strategy is intended to optimize our research and development and capital investment requirements and to allow us greater flexibility to respond to changes in market conditions.

We purchase some fully-manufactured tractors from Tractors and Farm Equipment Limited (“TAFE”), Carraro S.p.A. and Iseki & Company, Limited. We also purchase other tractors, implements and hay and forage equipment from various third-party suppliers. Refer to “Related Parties” within Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” for further discussion of our relationship with TAFE. In addition to the purchase of machinery, third-party suppliers supply us with significant components used in our manufacturing operations. We select third-party suppliers that we believe are low cost, high quality and possess the most appropriate technology. We also assist in the development of these products or component parts based upon our own design requirements. Our past experience with outside suppliers generally has been favorable.

### **Seasonality**

Generally, retail sales by dealers to farmers are highly seasonal and are a function of the timing of the planting and harvesting seasons. To the extent practicable, we attempt to ship products to our dealers and distributors on a level basis throughout the year to reduce the effect of seasonal retail demands on our manufacturing operations and to minimize our investment in inventory. Our financing requirements are subject to variations due to seasonal changes in working capital levels, which typically increase in the first half of the year and then decrease in the second half of the year. The fourth quarter is also typically a period for higher retail sales because of our customers’ year-end tax planning considerations, the increase in the availability of funds from completed harvests and the timing of dealer incentives.

### **Competition**

The agricultural industry is highly competitive. We compete with several large national and international full-line suppliers, as well as numerous short-line and specialty manufacturers with differing manufacturing and marketing methods. Our two principal competitors on a worldwide basis are Deere & Company and CNH Industrial N.V. We have regional competitors around the world that have significant market share in a single country or a group of countries.

We believe several key factors influence a buyer’s choice of farm equipment, including the strength and quality of a company’s dealers, the quality and pricing of products, dealer or brand loyalty, product availability, terms of financing and customer service. See “Marketing and Distribution” for additional information.

### **Engineering and Research**

We make significant expenditures for engineering and applied research to improve the quality and performance of our products, to develop new products and to comply with government safety and engine emissions regulations.

In addition, we also offer a variety of precision farming technologies that provide farmers with the capability to enhance productivity and profitability on the farm. These technologies are installed in our products and include satellite-based steering, field data collection, yield mapping and telemetry-based fleet management systems.

### **Wholesale Financing**

Primarily in the United States and Canada, we engage in the standard industry practice of providing dealers with floor plan payment terms for their inventories of farm equipment for extended periods generally through our AGCO Finance joint ventures. The terms of our wholesale finance agreements with our dealers vary by region and product line, with fixed payment schedules on all sales, generally ranging from one to 12 months. In the United States and Canada, dealers typically are not required to make an initial down payment, and our terms allow for an interest-free period generally ranging from one to 12 months, depending on the product. Amounts due from sales to dealers in the United States and Canada are immediately due upon a retail sale of the underlying equipment by the dealer, with the exception of sales of grain storage and protein production systems, as discussed further below. If not previously paid by the dealer, installment payments generally are required beginning after the interest-free period with the remaining outstanding equipment balance generally due within 12 months after shipment. In limited circumstances, we provide sales terms, and in some cases, interest-free periods that are longer than 12 months for certain products. These typically are specified programs, predominantly in the United States and Canada, where interest is charged after a period of up to 24 months, depending on the year of the sale and the dealer or distributor ordering or their sales

volume during the preceding year. We also provide financing to dealers on used equipment accepted in trade. We generally obtain a security interest in the new and used equipment we finance.

Typically, sales terms outside the United States and Canada are of a shorter duration, generally ranging from 30 to 180 days. In many cases, we retain a security interest in the equipment sold on extended terms. In certain international markets, our sales are generally backed by letters of credit or credit insurance.

Sales of grain storage and protein production systems both in the United States and in other countries generally are payable within 30 days of shipment. In certain countries, sales of such systems in which the Company is responsible for construction or installation and which may be contingent upon customer acceptance, payment terms vary by market and product, with fixed payment schedules on all sales.

We have an agreement to permit transferring, on an ongoing basis, a majority of our wholesale receivables in North America, Europe and Brazil to our AGCO Finance joint ventures in the United States, Canada, Europe and Brazil. Upon transfer, the wholesale receivables maintain standard payment terms, including required regular principal payments on amounts outstanding and interest charges at market rates. Qualified dealers may obtain additional financing through our U.S., Canadian, European and Brazilian finance joint ventures at the joint ventures' discretion. In addition, AGCO Finance joint ventures may provide wholesale financing directly to dealers in Europe, Brazil and Australia.

### **Retail Financing**

Our AGCO Finance joint ventures offer financing to most of the end users of our products. Besides contributing to our overall profitability, the AGCO Finance joint ventures can enhance our sales efforts by tailoring retail finance programs to prevailing market conditions. Our finance joint ventures are located in the United States, Canada, Europe, Brazil, Argentina and Australia and are owned by AGCO and by a wholly-owned subsidiary of Rabobank. Refer to "Finance Joint Ventures" within Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," for further information.

In addition, Rabobank is the primary lender with respect to our credit facility and our senior term loan, as are more fully described in "Liquidity and Capital Resources" within Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations." Our historical relationship with Rabobank has been strong, and we anticipate its continued long-term support of our business.

### **Intellectual Property**

We own and have licenses to the rights under a number of domestic and foreign patents, trademarks, trade names and brand names relating to our products and businesses. We defend our patent, trademark and trade and brand name rights primarily by monitoring competitors' machines and industry publications and conducting other investigative work. We consider our intellectual property rights, including our right to use our trade and brand names, important in the operation of our businesses. However, we do not believe we are dependent on any single patent, trademark, trade name or group of patents or trademarks, trade names or brand names. We intend to maintain the separate strengths and identities of our core brand names and product lines.

### **Environmental Matters and Regulation**

We are subject to environmental laws and regulations concerning emissions to the air, discharges of processed or other types of wastewater, and the generation, handling, storage, transportation, treatment and disposal of waste materials. These laws and regulations are constantly changing, and the effects that they may have on us in the future are impossible to predict with accuracy. It is our policy to comply with all applicable environmental, health and safety laws and regulations, and we believe that any expense or liability we may incur in connection with any noncompliance with any law or regulation or the cleanup of any of our properties will not have a materially adverse effect on us.

The engines manufactured by our AGCO Power engine division, which specializes in the manufacturing of non-road engines in the 75 to 600 horsepower range, currently comply with emissions standards and related requirements set by European, Brazilian and U.S. regulatory authorities, including both the United States Environmental Protection Agency and various state authorities. We expect to meet future emissions requirements through the introduction of new technology to our engines and exhaust after-treatment systems, as necessary. In some markets (such as the United States), we must obtain governmental environmental approvals in order to import our products, and these approvals can be difficult or time-consuming to obtain or may not be obtainable at all. For example, our AGCO Power engine division and our engine suppliers are subject to air quality standards, and production at our facilities could be impaired if AGCO Power and these suppliers are unable to timely

respond to any changes in environmental laws and regulations affecting engine emissions. Compliance with environmental and safety regulations has added, and will continue to add, to the cost of our products and increase the capital-intensive nature of our business.

Climate change, as a result of emissions of greenhouse gases, is a significant topic of discussion and may generate U.S. and other regulatory responses. It is impracticable to predict with any certainty the impact on our business of climate change or the regulatory responses to it, although we recognize that they could be significant. The most direct impacts are likely to be an increase in energy costs, which would increase our operating costs (through increased utility and transportation costs) and an increase in the costs of the products we purchase from others. In addition, increased energy costs for our customers could impact demand for our equipment. It is too soon for us to predict with any certainty the ultimate impact of additional regulation, either directionally or quantitatively, on our overall business, results of operations or financial condition.

### **Regulation and Government Policy**

Domestic and foreign political developments and government regulations and policies directly affect the agricultural industry and indirectly affect the agricultural equipment business in the United States and abroad. The application, modification or adoption of laws, regulations or policies could have an adverse effect on our business.

We have manufacturing facilities or other physical presence in approximately 32 countries and sell our products in approximately 150 countries. This subjects us to a range of trade, product, foreign exchange, employment, tax and other laws and regulations, in addition to the environmental regulations discussed previously, in a significant number of jurisdictions. Many jurisdictions and a variety of laws regulate the contractual relationships with our dealers. These laws impose substantive standards on the relationships between us and our dealers, including events of default, grounds for termination, non-renewal of dealer contracts and equipment repurchase requirements. Such laws could adversely affect our ability to terminate our dealers.

In addition, each of the jurisdictions within which we operate or sell products has an important interest in the success of its agricultural industry and the consistency of the availability of reasonably priced food sources. These interests result in active political involvement in the agricultural industry, which, in turn, can impact our business in a variety of ways.

### **Employees**

As of December 31, 2017, we employed approximately 20,500 employees, including approximately 4,500 employees in the United States and Canada. A majority of our employees at our manufacturing facilities, both domestic and international, are represented by collective bargaining agreements and union contracts with terms that expire on varying dates. We currently do not expect any significant difficulties in renewing these agreements.

## **Available Information**

Our Internet address is [www.agcocorp.com](http://www.agcocorp.com). We make the following reports filed by us available, free of charge, on our website under the heading “SEC Filings” in our website’s “Investors” section:

- annual reports on Form 10-K;
- quarterly reports on Form 10-Q;
- current reports on Form 8-K;
- proxy statements for the annual meetings of stockholders;
- reports on Form SD; and
- Forms 3, 4 and 5

These reports are made available on our website as soon as practicable after they are filed with the Securities and Exchange Commission (“SEC”).

We also provide corporate governance and other information on our website. This information includes:

- charters for the standing committees of our board of directors, which are available under the heading “Charters of the Committees of the Board” in the “Governance, Committees, & Charters” section of the “Corporate Governance” section of our website located under “Investors,” and
- our Global Code of Conduct, which is available under the heading “Global Code of Conduct” in the “Corporate Governance” section of our website located under “Investors.”

In addition, in the event of any waivers of our Global Code of Conduct, those waivers will be available under the heading “Corporate Governance” of our website.

## **Financial Information on Geographical Areas**

For financial information on geographical areas, see Note 15 of our Consolidated Financial Statements contained in Item 8, “Financial Statements and Supplementary Data,” under the caption “Segment Reporting,” which is incorporated herein by reference.



## **Item 1A. Risk Factors**

We make forward-looking statements in this report, in other materials we file with the SEC or otherwise release to the public and on our website. In addition, our senior management makes forward-looking statements orally to analysts, investors, the media and others. Statements concerning our future operations, prospects, strategies, products, manufacturing facilities, legal proceedings, financial condition, future financial performance (including growth and earnings) and demand for our products and services, and other statements of our plans, beliefs or expectations, including the statements contained in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," regarding net sales, industry conditions, currency translation impacts, market demand, farm incomes, weather conditions, commodity prices, general economic conditions, availability of financing, working capital, capital expenditure and debt service requirements, margins, production volumes, cost reduction initiatives, investments in product development, compliance with financial covenants, support of lenders, recovery of amounts under guarantee, uncertain income tax provisions, funding of our pension and postretirement benefit plans, or realization of net deferred tax assets, are forward-looking statements. The forward-looking statements we make are not guarantees of future performance and are subject to various assumptions, risks and other factors that could cause actual results to differ materially from those suggested by the forward-looking statements. These factors include, among others, those set forth below and in the other documents that we file with the SEC. There also are other factors that we may not describe, generally because we currently do not perceive them to be material, that could cause actual results to differ materially from our expectations.

We expressly disclaim any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

***Our financial results depend entirely upon the agricultural industry, and factors that adversely affect the agricultural industry generally, including declines in the general economy, increases in farm input costs, weather conditions, lower commodity prices and changes in the availability of financing for our retail customers, will adversely affect us.***

Our success depends entirely on the vitality of the agricultural industry. Historically, the agricultural industry, including the agricultural equipment business, has been cyclical and subject to a variety of economic and other factors. Sales of agricultural equipment generally are related to the economic health of the agricultural industry, which is affected by farm income, farm input costs, debt levels and land values, all of which reflect levels of commodity prices, acreage planted, crop yields, agricultural product demand, including crops used as renewable energy sources, government policies and government subsidies. Sales also are influenced by economic conditions, interest rate and exchange rate levels, and the availability of financing for retail customers. Trends in the industry, such as farm consolidations, may affect the agricultural equipment market. In addition, weather conditions, such as floods, heat waves or droughts, and pervasive livestock or crop diseases can affect farmers' buying decisions. Downturns in the agricultural industry due to these or other factors, which could vary by market, are likely to result in decreases in demand for agricultural equipment, which would adversely affect our sales, growth, results of operations and financial condition. Moreover, the unpredictable nature of many of these factors and the resulting volatility in demand make it difficult for us to accurately predict sales and optimize production. This, in turn, can result in higher costs, including inventory carrying costs and underutilized manufacturing capacity. During previous downturns in the farm sector, we experienced significant and prolonged declines in sales and profitability, and we expect our business to remain subject to similar market fluctuations in the future.

***The agricultural equipment industry is highly seasonal, and seasonal fluctuations significantly impact results of operations and cash flows.***

The agricultural equipment business is highly seasonal, which causes our quarterly results and our cash flow to fluctuate during the year. Farmers generally purchase agricultural equipment in the Spring and Fall in conjunction with the major planting and harvesting seasons. In addition, the fourth quarter typically is a significant period for retail sales because of our customers' year-end tax planning considerations, the increase in availability of funds from completed harvests and the timing of dealer incentives. Our net sales and income from operations historically have been the lowest in the first quarter and have increased in subsequent quarters as dealers anticipate increased retail sales in subsequent quarters.

***Most of our sales depend on the availability of retail customers obtaining financing, and any disruption in their ability to obtain financing, whether due to economic downturns or otherwise, will result in the sale of fewer products by us. In addition, the collectability of receivables that are created from our sales, as well as from such retail financing, is critical to our business.***

Most retail sales of our products are financed, either by AGCO Finance joint ventures or by a bank or other private lender. Our AGCO Finance joint ventures, which are controlled by Rabobank and are dependent upon Rabobank for financing

as well, finance approximately 40% of the retail sales of our tractors and combines in the markets where the joint ventures operate. Any difficulty by Rabobank in continuing to provide that financing, or any business decision by Rabobank as the controlling member not to fund the business or particular aspects of it (for example, a particular country or region) would require the joint ventures to find other sources of financing (which may be difficult to obtain) or would require us to find another source of retail financing for our customers, or our customers would be required to utilize other retail financing providers. A result of an economic downturn would be that financing for capital equipment purchases generally would become more difficult or more expensive to obtain. To the extent that financing is not available, or available only at unattractive prices, our sales would be negatively impacted.

Both AGCO and our AGCO Finance joint ventures have substantial accounts receivable from dealers and retail customers, and we would both be adversely impacted if the collectability of these receivables was not consistent with historical experience. This collectability is dependent on the financial strength of the farm industry, which in turn is dependent upon the general economy and commodity prices, as well as several of the other factors discussed in this “Risk Factors” section. In addition, the AGCO Finance joint ventures may experience credit losses that exceed expectations and adversely affect their financial condition and results of operations. The finance joint ventures may also experience residual value losses that exceed expectations caused by lower pricing for used equipment and higher than expected returns at lease maturity. To the extent that defaults and losses are higher than expected, our equity in the net earnings of the finance joint ventures could be less, or there could be losses, which could materially impact our financial results.

***Our success depends on the introduction of new products, which requires substantial expenditures.***

Our long-term results depend upon our ability to introduce and market new products successfully. The success of our new products will depend on a number of factors, including:

- innovation;
- customer acceptance;
- the efficiency of our suppliers in providing component parts and of our manufacturing facilities in producing final products; and
- the performance and quality of our products relative to those of our competitors.

As both we and our competitors continuously introduce new products or refine versions of existing products, we cannot predict the level of market acceptance or the amount of market share our new products will achieve. We have experienced delays in the introduction of new products in the past, and we cannot provide any assurances that we will not experience delays in the future. Any delays or other problems with our new product launches will adversely affect our operating results. In addition, introducing new products can result in decreases in revenues from our existing products. Consistent with our strategy of offering new products and product refinements, we expect to continue to use a substantial amount of capital for product development and refinement. We may need more funding for product development and refinement than is readily available, which could adversely affect our business, financial condition or results of operations.

***Our expansion plans in emerging markets entail significant risks.***

Our strategy includes establishing a greater manufacturing and/or marketing presence in emerging markets such as China, Africa and Russia. In addition, we are expanding our use of component suppliers in these markets. As we progress with these efforts, it will involve a significant investment of capital and other resources and entail various risks. These include risks attendant to obtaining necessary governmental approvals and the construction of the facilities in a timely manner and within cost estimates, the establishment of supply channels, the commencement of efficient manufacturing operations, and, ultimately, the acceptance of the products by our customers. While we expect the expansion to be successful, should we encounter difficulties involving these or similar factors, it may not be as successful as we anticipate.

***We face significant competition and if we are unable to compete successfully against other agricultural equipment manufacturers, we would lose customers and our net sales and profitability would decline.***

The agricultural equipment business is highly competitive, particularly in our major markets. Our two key competitors, Deere & Company and CNH Industrial N.V., are substantially larger than we are and have greater financial and other resources. In addition, in some markets, we compete with smaller regional competitors with significant market share in a single country or group of countries. Our competitors may substantially increase the resources devoted to the development and marketing, including discounting, of products that compete with our products. In addition, competitive pressures in the

agricultural equipment business may affect the market prices of new and used equipment, which, in turn, may adversely affect our sales margins and results of operations.

We maintain an independent dealer and distribution network in the markets where we sell products. The financial and operational capabilities of our dealers and distributors are critical to our ability to compete in these markets. In addition, we compete with other manufacturers of agricultural equipment for dealers. If we are unable to compete successfully against other agricultural equipment manufacturers, we could lose dealers and their end customers and our net sales and profitability may decline.

***Rationalization or restructuring of manufacturing facilities, and plant expansions and system upgrades at our manufacturing facilities, may cause production capacity constraints and inventory fluctuations.***

The rationalization of our manufacturing facilities has at times resulted in, and similar rationalizations or restructurings in the future may result in temporary constraints upon our ability to produce the quantity of products necessary to fill orders and thereby complete sales in a timely manner. In addition, system upgrades at our manufacturing facilities that impact ordering, production scheduling and other related manufacturing processes are complex, and could impact or delay production targets. A prolonged delay in our ability to fill orders on a timely basis could affect customer demand for our products and increase the size of our product inventories, causing future reductions in our manufacturing schedules and adversely affecting our results of operations. Moreover, our continuous development and production of new products often involves the retooling of existing manufacturing facilities. This retooling may limit our production capacity at certain times in the future, which could adversely affect our results of operations and financial condition. In addition, the expansion and reconfiguration of existing manufacturing facilities, as well as the start up of new manufacturing operations in emerging markets, such as China and Russia, could increase the risk of production delays, as well as require significant investments of capital.

***We depend on suppliers for components, parts and raw materials for our products, and any failure by our suppliers to provide products as needed, or by us to promptly address supplier issues, will adversely impact our ability to timely and efficiently manufacture and sell products. We also are subject to raw material price fluctuations, which can adversely affect our manufacturing costs.***

Our products include components and parts manufactured by others. As a result, our ability to timely and efficiently manufacture existing products, to introduce new products and to shift manufacturing of products from one facility to another depends on the quality of these components and parts and the timeliness of their delivery to our facilities. At any particular time, we depend on many different suppliers, and the failure by one or more of our suppliers to perform as needed will result in fewer products being manufactured, shipped and sold. If the quality of the components or parts provided by our suppliers is less than required and we do not recognize that failure prior to the shipment of our products, we will incur higher warranty costs. The timely supply of component parts for our products also depends on our ability to manage our relationships with suppliers, to identify and replace suppliers that fail to meet our schedules or quality standards, and to monitor the flow of components and accurately project our needs. The shift from our existing suppliers to new suppliers, including suppliers in emerging markets in the future, also may impact the quality and efficiency of our manufacturing capabilities, as well as impact warranty costs. A significant increase in the price of any component or raw material could adversely affect our profitability. We cannot avoid exposure to global price fluctuations, such as occurred in the past with the costs of steel and related products, and our profitability depends on, among other things, our ability to raise equipment and parts prices sufficient enough to recover any such material or component cost increases.

***A majority of our sales and manufacturing take place outside the United States, and, as a result, we are exposed to risks related to foreign laws, taxes, economic conditions, labor supply and relations, political conditions and governmental policies as well as U.S. laws governing who we sell to and how we conduct business. These risks may delay or reduce our realization of value from our international operations.***

A majority of our sales are derived from sales outside the United States. The foreign countries in which we do the most significant amount of business are Germany, France, Brazil, the United Kingdom, Finland and Canada. In addition, we have significant manufacturing operations in France, Germany, Brazil, Italy and Finland and have established manufacturing operations in emerging markets, such as China. Many of our sales involve products that are manufactured in one country and sold in a different country and therefore, our results of operations and financial condition will be adversely affected by adverse changes in laws, taxes and tariffs, trade restrictions, economic conditions, labor supply and relations, political conditions and governmental policies of the countries in which we conduct business. Our business practices in these foreign countries must comply with U.S. law, including limitations on where and to whom we may sell products and the Foreign Corrupt Practices Act ("FCPA"). We have a compliance program in place designed to reduce the likelihood of potential violations of these laws, but

we cannot provide assurances that past violations have not occurred or that future violations will not occur. Significant violations could subject us to fines and other penalties as well as increased compliance costs. Some of our international operations also are, or might become, subject to various risks that are not present in domestic operations, including restrictions on dividends and the repatriation of funds. Foreign developing markets may present special risks, such as unavailability of financing, inflation, slow economic growth, price controls and difficulties in complying with U.S. regulations.

Domestic and foreign political developments and government regulations and policies directly affect the international agricultural industry, which affects the demand for agricultural equipment. If demand for agricultural equipment declines, our sales, growth, results of operations and financial condition will be adversely affected. The application, modification or adoption of laws, regulations, trade agreements or policies adversely affecting the agricultural industry, including the imposition of import and export duties and quotas, expropriation and potentially burdensome taxation, could have an adverse effect on our business. The ability of our international customers to operate their businesses and the health of the agricultural industry, in general, are affected by domestic and foreign government programs that provide economic support to farmers. As a result, farm income levels and the ability of farmers to obtain advantageous financing and other protections would be reduced to the extent that any such programs are curtailed or eliminated. Any such reductions likely would result in a decrease in demand for agricultural equipment. For example, a decrease or elimination of current price protections for commodities or of subsidy payments for farmers in the European Union, the United States, Brazil or elsewhere in South America could negatively impact the operations of farmers in those regions, and, as a result, our sales may decline if these farmers delay, reduce or cancel purchases of our products. In emerging markets, some of these (and other) risks can be greater than they might be elsewhere. In addition, in some cases, the financing provided by our joint ventures with Rabobank or by others is supported by a government subsidy or guarantee. The programs under which those subsidies and guarantees are provided generally are of limited duration and subject to renewal and contain various caps and other limitations. In some markets, for example Brazil, this support is quite significant. In the event the governments that provide this support elect not to renew these programs, and were financing not available on reasonable terms, whether through our joint ventures or otherwise, our sales would be negatively impacted.

As a result of the multinational nature of our business and the acquisitions that we have made over time, our corporate and tax structures are complex, with a significant portion of our operations being held through foreign holding companies. As a result, it can be inefficient, from a tax perspective, for us to repatriate or otherwise transfer funds, and we may be subject to a greater level of tax-related regulation and reviews by multiple governmental units than would companies with a more simplified structure. In addition, our foreign and U.S. operations routinely sell products to, and license technology to other operations of ours. The pricing of these intra-company transactions is subject to regulation and review as well. While we make every effort to comply with all applicable tax laws, audits and other reviews by governmental units could result in our being required to pay additional taxes, interest and penalties.

On June 23, 2016, the U.K. held a referendum in which voters approved an exit from the E.U., commonly referred to as “Brexit.” As a result of the referendum, it is expected that the British government will negotiate the terms of the U.K.’s future relationship with the E.U. Although it is unknown what those terms will be, it is possible that there will be greater restrictions on imports and exports between the U.K. and E.U. countries, increased regulatory complexities, and increased currency volatility, any of which could adversely affect our operations and financial results.

***We can experience substantial and sustained volatility with respect to currency exchange rate and interest rate changes, which can adversely affect our reported results of operations and the competitiveness of our products.***

We conduct operations in a variety of currencies. Our production costs, profit margins and competitive position are affected by the strength of the currencies in countries where we manufacture or purchase goods relative to the strength of the currencies in countries where our products are sold. In addition, we are subject to currency exchange rate risk to the extent that our costs are denominated in currencies other than those in which we denominate sales and to risks associated with translating the financial statements of our foreign subsidiaries from local currencies into United States dollars. Similarly, changes in interest rates affect our results of operations by increasing or decreasing borrowing costs and finance income. Our most significant transactional foreign currency exposures are the Euro, the Brazilian real and the Canadian dollar in relation to the United States dollar, and the Euro in relation to the British pound. Where naturally offsetting currency positions do not occur, we attempt to manage these risks by economically hedging some, but not necessarily all, of our exposures through the use of foreign currency forward exchange or option contracts. As with all hedging instruments, there are risks associated with the use of foreign currency forward exchange or option contracts, interest rate swap agreements and other risk management contracts. While the use of such hedging instruments provides us with protection for a finite period of time from certain fluctuations in currency exchange and interest rates, when we hedge we forego part or all the benefits that might result from favorable fluctuations in currency exchange and interest rates. In addition, any default by the counterparties to these transactions could

adversely affect us. Despite our use of economic hedging transactions, currency exchange rate or interest rate fluctuations may adversely affect our results of operations, cash flow and financial condition.

***We are subject to extensive environmental laws and regulations, including increasingly stringent engine emissions standards, and our compliance with, or our failure to comply with, existing or future laws and regulations could delay production of our products or otherwise adversely affect our business.***

We are subject to increasingly stringent environmental laws and regulations in the countries in which we operate. These regulations govern, among other things, emissions into the air, discharges into water, the use, handling and disposal of hazardous substances, waste disposal and the remediation of soil and groundwater contamination. Our costs of complying with these or any other current or future environmental regulations may be significant. For example, several countries have adopted more stringent environmental regulations regarding emissions into the air, and it is possible that new emissions-related legislation or regulations will be adopted in connection with concerns regarding greenhouse gases. In addition, we may be subject to liability in connection with properties and businesses that we no longer own or operate. We may be adversely impacted by costs, liabilities or claims with respect to our operations under existing laws or those that may be adopted in the future that could apply to both future and prior conduct. If we fail to comply with existing or future laws and regulations, we may be subject to governmental or judicial fines or sanctions, or we may not be able to sell our products and, therefore, our business and results of operations could be adversely affected.

In addition, the products that we manufacture or sell, particularly engines, are subject to increasingly stringent environmental regulations. As a result, on an ongoing basis we incur significant engineering expenses and capital expenditures to modify our products to comply with these regulations. Further, we may experience production delays if we or our suppliers are unable to design and manufacture components for our products that comply with environmental standards. For instance, as we are required to meet more stringent engine emission reduction standards that are applicable to engines we manufacture or incorporate into our products, we expect to meet these requirements through the introduction of new technology to our products, engines and exhaust after-treatment systems, as necessary. Failure to meet such requirements could materially affect our business and results of operations.

We are subject to SEC disclosure obligations relating to “conflict minerals” (columbite-tantalite, cassiterite (tin), wolframite (tungsten) and gold) that are sourced from the Democratic Republic of Congo or adjacent countries. Complying with these requirements has and will require us to incur additional costs, including the costs to determine the sources of any conflict minerals used in our products and to modify our processes or products, if required. As a result, we may choose to modify the sourcing, supply and pricing of materials in our products. In addition, we may face reputational and regulatory risks if the information that we receive from our suppliers is inaccurate or inadequate, or our process in obtaining that information does not fulfill the SEC’s requirements. We have a formal policy with respect to the use of conflict minerals in our products that is intended to minimize, if not eliminate, conflict minerals sourced from the covered countries to the extent that we are unable to document that they have been obtained from conflict-free sources.

***Our labor force is heavily unionized, and our contractual and legal obligations under collective bargaining agreements and labor laws subject us to the risks of work interruption or stoppage and could cause our costs to be higher.***

Most of our employees, most notably at our manufacturing facilities, are subject to collective bargaining agreements and union contracts with terms that expire on varying dates. Several of our collective bargaining agreements and union contracts are of limited duration and, therefore, must be re-negotiated frequently. As a result, we incur various administrative expenses associated with union representation of our employees. Furthermore, we are at greater risk of work interruptions or stoppages than non-unionized companies, and any work interruption or stoppage could significantly impact the volume of products we have available for sale. In addition, collective bargaining agreements, union contracts and labor laws may impair our ability to reduce our labor costs by streamlining existing manufacturing facilities or restructuring our business because of limitations on personnel and salary changes and similar restrictions.

***We have significant pension obligations with respect to our employees and our available cash flow may be adversely affected in the event that payments became due under any pension plans that are unfunded or underfunded. Declines in the market value of the securities used to fund these obligations result in increased pension expense in future periods.***

A portion of our active and retired employees participate in defined benefit pension plans under which we are obligated to provide prescribed levels of benefits regardless of the value of the underlying assets, if any, of the applicable pension plan. To the extent that our obligations under a plan are unfunded or underfunded, we will have to use cash flow from operations and other sources to pay our obligations either as they become due or over some shorter funding period. In addition, since the assets that we already have provided to fund these obligations are invested in debt instruments and other securities,

the value of these assets varies due to market factors. Historically, these fluctuations have been significant and sometimes adverse, and there can be no assurances that they will not be significant in the future. We are also subject to laws and regulations governing the administration of our pension plans in certain countries, and the specific provisions, benefit formulas and related interpretations of such laws, regulations and provisions can be complex. Failure to properly administer the provisions of our pension plans and comply with applicable laws and regulations could have an adverse impact to our results of operations. As of December 31, 2017, we had substantial unfunded or underfunded obligations related to our pension and other postretirement health care benefits. See the notes to our Consolidated Financial Statements contained in Item 8 for more information regarding our unfunded or underfunded obligations.

***Our business routinely is subject to claims and legal actions, some of which could be material.***

We routinely are a party to claims and legal actions incidental to our business. These include claims for personal injuries by users of farm equipment, disputes with distributors, vendors and others with respect to commercial matters, and disputes with taxing and other governmental authorities regarding the conduct of our business. While these matters generally are not material, it is entirely possible that a matter will arise that is material to our business.

In addition, we use a broad range of technology in our products. We developed some of this technology, we license some of this technology from others, and some of the technology is embedded in the components that we purchase from suppliers. From time-to-time, third parties make claims that the technology that we use violates their patent rights. While to date none of these claims have been significant, we cannot provide any assurances that there will not be significant claims in the future or that currently existing claims will not prove to be more significant than anticipated.

***We have a substantial amount of indebtedness, and, as a result, we are subject to certain restrictive covenants and payment obligations that may adversely affect our ability to operate and expand our business.***

Our credit facility and certain other debt agreements have various financial and other covenants that require us to maintain certain total debt to EBITDA and interest coverage ratios. In addition, the credit facility and certain other debt agreements contain other restrictive covenants such as the incurrence of indebtedness and the making of certain payments, including dividends, and are subject to acceleration in the event of default. If we fail to comply with these covenants and are unable to obtain a waiver or amendment, an event of default would result.

If any event of default were to occur, our lenders could, among other things, declare outstanding amounts due and payable, and our cash may become restricted. In addition, an event of default or declaration of acceleration under our credit facility or certain other debt agreements could also result in an event of default under our other financing agreements.

Our substantial indebtedness could have other important adverse consequences such as:

- requiring us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, which would reduce the availability of our cash flow to fund future working capital, capital expenditures, acquisitions and other general corporate purposes;
- increasing our vulnerability to general adverse economic and industry conditions;
- limiting our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;
- restricting us from being able to introduce new products or pursuing business opportunities;
- placing us at a competitive disadvantage compared to our competitors that may have less indebtedness; and
- limiting, along with the financial and other restrictive covenants in our indebtedness, among other things, our ability to borrow additional funds, pay cash dividends or engage in or enter into certain transactions.

***Our business increasingly is subject to regulations relating to privacy and data protection, and if we violate any of those regulations or otherwise are the victim of a cyber attack, we could incur significant losses and liability.***

Increasingly the United States, the European Union and other governmental entities are imposing regulations designed to protect the collection, maintenance and transfer of personal information. For example, the European Union adopted the General Data Protection Regulation (the “GDPR”) that will impose more stringent data protection requirements and greater penalties for non-compliance beginning in May 2018. The GDPR also protects a broader set of personal information than traditionally has been protected and provides for a right of “erasure.” Other regulations govern the collection and transfer of financial data and data security generally. These regulations generally impose penalties in the event of violations. As a result, we could be subject to cyber attacks that, if successful, could compromise our information technology systems and our ability

to conduct business. While we attempt to comply with all applicable cybersecurity regulations, their implementation is complex, and, if we are not successful, we may be subject to penalties and claims for damages from the impacted individuals.

In addition, our business relies on the Internet as well as other electronic communications systems that, by their nature, may be subject to efforts by so-called “hackers” to either disrupt our business or steal data or funds. While we strive to maintain customary protections against hackers, there can be no assurance that at some point a hacker will not breach those safeguards and damage our business, possibly materially. These damages could take many forms, including the interruption of our business, the loss of important data, and damage to our reputation.

***We may encounter difficulties in integrating businesses we acquire and may not fully achieve, or achieve within a reasonable time frame, expected strategic objectives and other expected benefits of the acquisitions.***

From time-to-time we seek to expand through acquisitions of other businesses. We expect to realize strategic and other benefits as a result of our acquisitions, including, among other things, the opportunity to extend our reach in the agricultural industry and provide our customers with an even wider range of products and services. However, it is impossible to predict with certainty whether, or to what extent, these benefits will be realized or whether we will be able to integrate acquired businesses in a timely and effective manner. For example:

- the costs of integrating acquired businesses and their operations may be higher than we expect and may require significant attention from our management;
- the businesses we acquire may have undisclosed liabilities, such as environmental liabilities or liabilities for violations of laws, such as the FCPA, that we did not expect; and
- our ability to successfully carry out our growth strategies for acquired businesses will be affected by, among other things, our ability to maintain and enhance our relationships with their existing customers, our ability to provide additional product distribution opportunities to them through our existing distribution channels, changes in the spending patterns and preferences of customers and potential customers, fluctuating economic and competitive conditions and our ability to retain their key personnel.

Our ability to address these issues will determine the extent to which we are able to successfully integrate, develop and grow acquired businesses and to realize the expected benefits of these transactions. Our failure to do so could have a material adverse effect on our revenues, operating results and financial condition following the transactions.

***Changes to United States tax, tariff and import/export regulations may have a negative effect on global economic conditions, financial markets and our business.***

There have been ongoing discussions and commentary regarding potential significant changes to United States trade policies, treaties, tariffs and taxes. Although it changes from period to period, we generally have substantial imports into the United States of products and components that are either produced in our foreign locations or are purchased from foreign suppliers, and also have substantial exports of products and components that we manufacture in the United States. The impact of any changes to current trade, tariff or tax policies relating to imports and exports of goods is dependent on factors such as the treatment of exports as a credit to imports, and the introduction of any tariffs or taxes relating to imports from specific countries. It is unclear what changes might be considered or implemented and what response to any such changes may be by the governments of other countries. Any changes that increase the cost of international trade or otherwise impact the global economy could have a material adverse effect our business, financial condition and results of operations.

On December 22, 2017, the Tax Cuts and Jobs Act (the “2017 Tax Act”) was enacted in the United States. The 2017 Tax Act includes a number of changes to existing U.S. tax laws that impact us, including a reduction of the U.S. corporate income tax rate from 35 percent to 21 percent for tax years beginning after December 31, 2017. The 2017 Tax Act also provides for a one-time transition tax on certain foreign earnings and the acceleration of depreciation for certain assets placed into service after September 27, 2017, as well as prospective changes beginning in 2018, including the repeal of the domestic manufacturing deduction, capitalization of research and development expenditures, additional limitations on executive compensation and limitations on the deductibility of interest. Our Consolidated Financial Statements reflect both the income tax effects of the 2017 Tax Act for which the accounting is complete as well as provisional amounts for those specific income tax effects of the 2017 Tax Act for which the accounting is incomplete but a reasonable estimate could be determined. The final impact of the tax reform legislation may differ materially due to factors such as further refinement of our calculations, changes in interpretations and assumptions that we and our advisors have made, additional guidance that may be issued in the future by the U.S. government, and actions that we may take as a result of the tax reform legislation. When more guidance and interpretations are released, specifically with respect to the transition tax and future repatriation of foreign earnings to the U.S.,

the Company will complete its accounting and revise any provisional estimates, if required. Future tax changes and interpretations could be adverse to our business or operations, such as new or additional taxes imposed on earnings and/or reinvested earnings of our foreign subsidiaries. The aggregate impact of such legislation could have a material adverse impact on our cash flows and results of operations.

**Item 1B. *Unresolved Staff Comments***

Not applicable.



**Item 2. Properties**

Our principal manufacturing locations and/or properties as of January 31, 2018, were as follows:

<b>Location</b>	<b>Description of Property</b>	<b>Leased (Sq. Ft.)</b>	<b>Owned (Sq. Ft.)</b>
<b>United States:</b>			
Assumption, Illinois	Manufacturing/Sales and Administrative Office		933,900
Batavia, Illinois	Parts Distribution	310,200	
Duluth, Georgia	Corporate Headquarters	159,000	
Hesston, Kansas	Manufacturing		1,461,800
Jackson, Minnesota	Manufacturing	51,400	986,400
<b>International:</b>			
Beauvais, France <sup>(1)</sup>	Manufacturing	14,300	1,566,600
Breganze, Italy	Manufacturing		1,562,000
Ennery, France	Parts Distribution	700,000	360,300
Linnavuori, Finland	Manufacturing	16,600	396,300
Hohenmölsen, Germany	Manufacturing		437,000
Marktoberdorf, Germany	Manufacturing	159,000	1,472,200
Wolfenbüttel, Germany	Manufacturing		538,200
Stockerau, Austria	Manufacturing		160,700
Biatorbagy, Hungary	Manufacturing	224,500	
Thisted, Denmark	Manufacturing	133,200	295,300
Suolahti, Finland	Manufacturing/Parts Distribution	48,100	553,000
Canoas, Brazil	Regional Headquarters/Manufacturing		1,120,000
Mogi das Cruzes, Brazil	Manufacturing		727,200
Santa Rosa, Brazil	Manufacturing		508,900
Changzhou, China	Manufacturing	241,100	767,000

(1) Includes our joint venture, GIMA, in which we own a 50% interest.

We consider each of our facilities to be in good condition and adequate for its present use. We believe that we have sufficient capacity to meet our current and anticipated manufacturing requirements.

**Item 3.     *Legal Proceedings***

The Environmental Protection Agency of Victoria, Australia issued a notice to our Australian subsidiary regarding remediation of contamination of a property located in a suburb of Melbourne, Australia. The property was owned and divested by our subsidiary before our subsidiary was acquired by us. Our Australian subsidiary is in correspondence with the Environmental Protection Agency concerning the notice. At this time, we are not able to determine whether our subsidiary might have any liability or the nature and cost of any possible required remediation.

In August 2008, as part of a routine audit, the Brazilian taxing authorities disallowed deductions relating to the amortization of certain goodwill recognized in connection with a reorganization of our Brazilian operations and the related transfer of certain assets to our Brazilian subsidiaries. The amount of the tax disallowance through December 31, 2017, not including interest and penalties, was approximately 131.5 million Brazilian reais (or approximately \$39.7 million). The amount ultimately in dispute will be significantly greater because of interest and penalties. We have been advised by our legal and tax advisors that our position with respect to the deductions is allowable under the tax laws of Brazil. We are contesting the disallowance and believe that it is not likely that the assessment, interest or penalties will be required to be paid. However, the ultimate outcome will not be determined until the Brazilian tax appeal process is complete, which could take several years.

We are a party to various other legal claims and actions incidental to our business. We believe that none of these claims or actions, either individually or in the aggregate, is material to our business or financial statements as a whole, including our results of operations and financial condition.

**Item 4.     *Mine Safety Disclosures***

Not Applicable.

**PART II****Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

Our common stock is listed on the New York Stock Exchange ("NYSE") and trades under the symbol AGCO. As of the close of business on February 23, 2018, the closing stock price was \$68.44, and there were 315 stockholders of record (this number does not include stockholders who hold their stock through brokers, banks and other nominees). The following table sets forth, for the periods indicated, the high and low sales prices for our common stock for each quarter within the last two years, as reported on the NYSE, as well as the amount of the dividend paid.

	<b>High</b>	<b>Low</b>	<b>Dividend</b>
<b>2017</b>			
First Quarter	\$ 64.90	\$ 57.76	\$ 0.14
Second Quarter	68.04	58.01	0.14
Third Quarter	74.40	64.36	0.14
Fourth Quarter	75.95	65.30	0.14

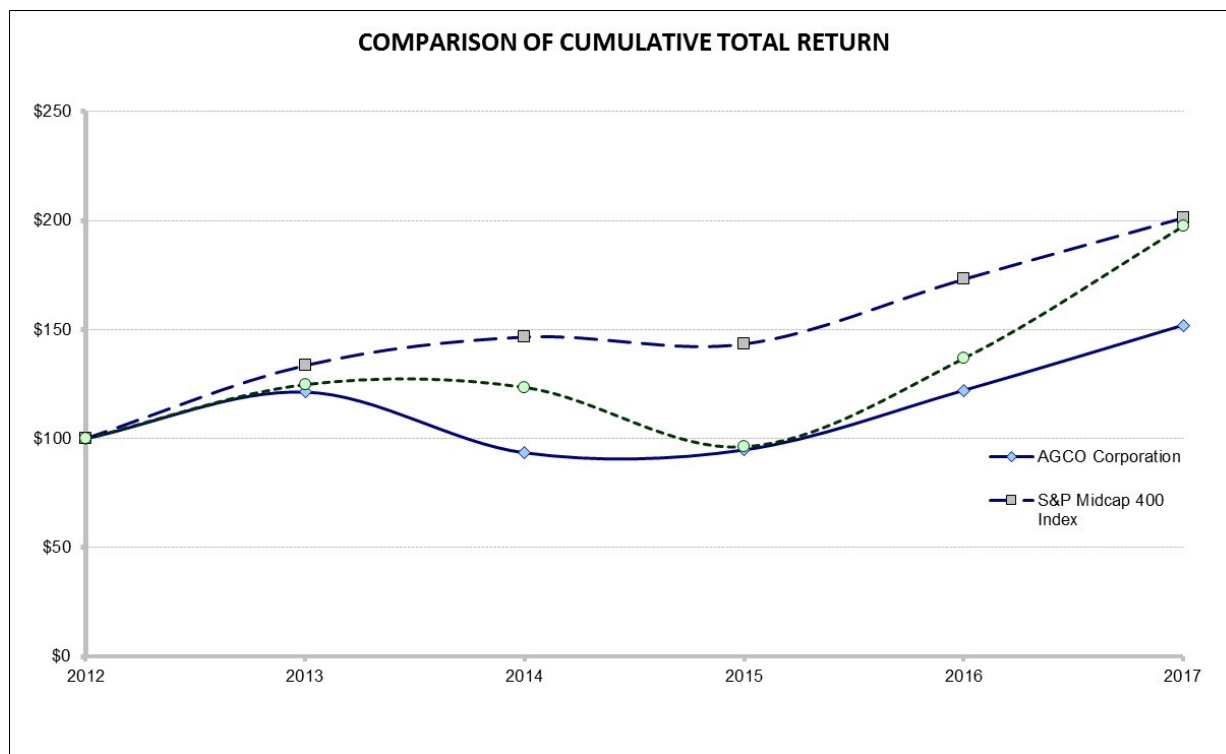
	<b>High</b>	<b>Low</b>	<b>Dividend</b>
<b>2016</b>			
First Quarter	\$ 53.35	\$ 42.40	\$ 0.13
Second Quarter	56.00	44.68	0.13
Third Quarter	50.21	45.47	0.13
Fourth Quarter	61.22	48.78	0.13

**Dividend Policy**

On January 25, 2018, our Board of Directors approved an increase in our quarterly dividend from \$0.14 per share to \$0.15 per share beginning in the first quarter of 2018. Future dividends will be subject to our Board of Directors' approval. We cannot provide any assurance that we will continue to pay dividends in the future. Although we are in compliance with all provisions of our debt agreements, our credit facility and senior term loans contain restrictions on our ability to pay dividends in certain circumstances. Refer to Note 9 of our Consolidated Financial Statements for further information.

**Performance Graph**

The following presentation is a line graph of our cumulative total shareholder return on our common stock on an indexed basis as compared to the cumulative total return of the S&P Mid-Cap 400 Index and a self-constructed peer group (“Peer Group”) for the five years ended December 31, 2017. Our total returns in the graph are not necessarily indicative of future performance.



**Cumulative Total Return for the Years Ended December 31**

	2012	2013	2014	2015	2016	2017
AGCO Corporation	\$ 100.00	\$ 121.36	\$ 93.50	\$ 94.80	\$ 122.12	\$ 152.04
S&P Midcap 400 Index	100.00	133.50	146.54	143.35	173.08	201.20
Peer Group Index	100.00	124.92	124.30	96.34	137.24	198.60

The total return assumes that dividends were reinvested and is based on a \$100 investment on December 31, 2012.

The Peer Group Index is a self-constructed peer group of companies that includes: Caterpillar Inc., CNH Industrial NV, Cummins Inc., Deere & Company, Eaton Corporation Plc., Ingersoll-Rand Plc., Navistar International Corporation, PACCAR Inc., Parker-Hannifin Corporation and Terex Corporation.

**Item 6. Selected Financial Data**

The following tables present our selected consolidated financial data. The data set forth below should be read together with Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and our historical Consolidated Financial Statements and the related notes. The Consolidated Financial Statements as of December 31, 2017 and 2016 and for the years ended December 31, 2017, 2016 and 2015 and the reports thereon are included in Item 8, “Financial Statements and Supplementary Data.” The historical financial data may not be indicative of our future performance.

	Years Ended December 31,				
	2017	2016	2015	2014	2013
(In millions, except per share data)					
<b>Operating Data:</b>					
Net sales	\$ 8,306.5	\$ 7,410.5	\$ 7,467.3	\$ 9,723.7	\$ 10,786.9
Gross profit	1,765.3	1,515.5	1,560.6	2,066.3	2,390.6
Income from operations	403.3	288.4	361.1	646.5	900.7
Net income	189.3	160.2	264.0	404.2	592.3
Net (income) loss attributable to noncontrolling interests	(2.9)	(0.1)	2.4	6.2	4.9
Net income attributable to AGCO Corporation and subsidiaries	\$ 186.4	\$ 160.1	\$ 266.4	\$ 410.4	\$ 597.2
Net income per common share — diluted	\$ 2.32	\$ 1.96	\$ 3.06	\$ 4.36	\$ 6.01
Cash dividends declared and paid per common share	\$ 0.56	\$ 0.52	\$ 0.48	\$ 0.44	\$ 0.40
Weighted average shares outstanding — diluted	80.2	81.7	87.1	94.2	99.4

	As of December 31,				
	2017	2016	2015	2014	2013
(In millions, except number of employees)					
<b>Balance Sheet Data:</b>					
Cash and cash equivalents	\$ 367.7	\$ 429.7	\$ 426.7	\$ 363.7	\$ 1,047.2
Total assets	7,971.7	7,168.4	6,497.7	7,364.5	8,390.2
Total long-term debt, excluding current portion and debt issuance costs	1,618.1	1,610.0	925.2	993.3	932.9
Stockholders’ equity	3,095.3	2,837.2	2,883.3	3,496.9	4,044.8
<b>Other Data:</b>					
Number of employees	20,462	19,795	19,588	20,828	22,111

**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

We are a leading manufacturer and distributor of agricultural equipment and related replacement parts throughout the world. We sell a full range of agricultural equipment, including tractors, combines, self-propelled sprayers, hay tools, forage equipment, seeding and tillage equipment, implements, and grain storage and protein production systems. Our products are widely recognized in the agricultural equipment industry and are marketed under a number of well-known brand names, including: Challenger®, Fendt®, GSI®, Massey Ferguson® and Valtra®. We distribute most of our products through a combination of approximately 4,200 dealers and distributors as well as associates and licensees. In addition, we provide retail financing through our finance joint ventures with Rabobank.

**Financial Highlights**

We sell our equipment and replacement parts to our independent dealers, distributors and other customers. A large majority of our sales are to independent dealers and distributors that sell our products to end users. To the extent practicable, we attempt to sell products to our dealers and distributors on a level basis throughout the year to reduce the effect of seasonal demands on our manufacturing operations and to minimize our investment in inventories. However, retail sales by dealers to farmers are highly seasonal and are linked to the planting and harvesting seasons. In certain markets, particularly in North America, there is often a time lag, which varies based on the timing and level of retail demand, between our sale of the equipment to the dealer and the dealer's sale to a retail customer.

The following table sets forth, for the periods indicated, the percentage relationship to net sales of certain items included in our Consolidated Statements of Operations:

	<b>Years Ended December 31,</b>		
	<b>2017 <sup>(1)</sup></b>	<b>2016 <sup>(1)</sup></b>	<b>2015 <sup>(1)</sup></b>
Net sales	100.0 %	100.0 %	100.0%
Cost of goods sold	78.7	79.5	79.1
Gross profit	21.3	20.5	20.9
Selling, general and administrative expenses	11.7	11.7	11.4
Engineering expenses	3.9	4.0	3.8
Restructuring expenses	0.1	0.2	0.3
Amortization of intangibles	0.7	0.7	0.6
Income from operations	4.9	3.9	4.8
Interest expense, net	0.5	0.7	0.6
Other expense, net	0.9	0.4	0.5
Income before income taxes and equity in net earnings of affiliates	3.4	2.8	3.7
Income tax provision	1.6	1.2	1.0
Income before equity in net earnings of affiliates	1.8	1.5	2.8
Equity in net earnings of affiliates	0.5	0.6	0.8
Net income	2.3	2.2	3.5
Net loss attributable to noncontrolling interests	—	—	—
Net income attributable to AGCO Corporation and subsidiaries	2.3 %	2.2 %	3.6%

(1) Rounding may impact summation of amounts.

**2017 Compared to 2016**

Net income attributable to AGCO Corporation and subsidiaries for 2017 was \$186.4 million, or \$2.32 per diluted share, compared to \$160.1 million, or \$1.96 per diluted share for 2016.

Net sales for 2017 were approximately \$8,306.5 million, or 12.1% higher than 2016, primarily due to sales growth in all regions, the positive impact of acquisitions and the benefit of currency translation impacts. Income from operations was \$403.3 million in 2017 compared to \$288.4 million in 2016. The increase in income from operations during 2017 was primarily a result of higher net sales and improved margins resulting from higher production levels and other cost reduction initiatives.

Regionally, income from operations in the Europe/Middle East (“EME”) region increased by approximately \$90.6 million in 2017 compared to 2016, driven primarily by higher net sales and improved margins resulting from increased production levels. In our North American region, income from operations improved by approximately \$25.6 million. Higher net sales, improved factory productivity and expense reduction efforts resulted in the improvement in operating margins. In South America, income from operations decreased approximately \$5.4 million in 2017 compared to 2016. The decline was due to lower margins resulting from decreased production levels, material cost inflation and costs associated with transitioning our higher horsepower products to new tier 3 emission technology. Income from operations in our Asia/Pacific/Africa (“APA”) region increased approximately \$29.1 million in 2017 compared to 2016 primarily due to the growth in net sales and improved margins.

### **Industry Market Conditions**

Record harvests and crop production for the past four years have outpaced demand, thereby keeping commodity prices and farm income at relatively low levels. Global industry demand for farm equipment has started to recover after three years of declines. In the United States and Canada, farm equipment fleets have begun to age, causing industry demand to remain mixed throughout 2017. Tractor and combine demand improved over 2016 levels, but demand in the other row crop segments remains weak. Specifically, industry unit retail sales of higher horsepower tractors were relatively flat, while industry unit retail sales of combines increased approximately 10% in 2017 compared to 2016. In addition, industry unit retail sales of lower-horsepower tractors grew modestly, while unit retail sales of hay and forage equipment deteriorated. Industry retail sales in Western Europe improved during 2017 with the strongest growth in Germany, Italy and the United Kingdom. Recovery in the dairy sector helped to support retail sales and improve overall confidence in the region. Lower commodity prices however have been pressuring market demand in the arable farming segment. Industry unit retail sales of tractors increased approximately 4% in 2017 compared to 2016 in the region, while combine industry unit retail sales decreased approximately 6% over the same period. Industry retail sales in South America rose during the full year of 2017 as demand in Brazil grew strongly from depressed first half levels experienced in 2016. Brazilian sales slowed in the second half of 2017 as ongoing political and economic uncertainty continued to dampen farmer confidence. The Argentine market remained robust as more supportive government policies continued to stimulate growth. Industry unit retail sales of tractors and combines both increased in the region by approximately 13% in 2017 compared to 2016.

### **Results of Operations**

Net sales for 2017 were \$8,306.5 million compared to \$7,410.5 million for 2016, primarily due to stable growth in all regions, acquisitions and the favorable impact of foreign currency translation. The following table sets forth, for the year ended December 31, 2017, the impact to net sales of currency translation by geographical segment (in millions, except percentages):

	2017	2016	Change		Change due to Currency Translation		Change due to Acquisitions	
			\$	%	\$	%	\$	%
North America	\$ 1,876.7	\$ 1,807.7	\$ 69.0	3.8%	\$ 4.7	0.3%	\$ 38.8	2.1%
South America	1,063.5	917.5	146.0	15.9%	41.3	4.5%	4.1	0.4%
EME	4,614.3	4,089.7	524.6	12.8%	57.6	1.4%	110.6	2.7%
APA	752.0	595.6	156.4	26.3%	13.9	2.3%	24.1	4.0%
	<u>\$ 8,306.5</u>	<u>\$ 7,410.5</u>	<u>\$ 896.0</u>	<u>12.1%</u>	<u>\$ 117.5</u>	<u>1.6%</u>	<u>\$ 177.6</u>	<u>2.4%</u>

Regionally, net sales in North America increased during 2017 compared to 2016, driven by positive acquisition impacts. Mixed industry demand and dealer inventory reduction efforts pressured sales volumes in the region. Tractor sales growth due to new product introductions was mostly offset by sales declines in hay tools, sprayers and grain storage equipment. Net sales grew in South America in 2017 compared to 2016. The increase was driven by robust demand in Argentina as well as modest growth in Brazil. In the EME region, net sales increased during 2017 compared to 2016, with growth strongest in the key markets of the United Kingdom, Germany and Italy. In the APA region, net sales increased in 2017 compared to 2016, primarily due to a growth in sales in China and Australia. We estimate that worldwide average price increases were approximately 1.1% and 1.5% in 2017 and 2016, respectively. Consolidated net sales of tractors and combines, which comprised approximately 62% of our net sales in 2017, increased approximately 13% in 2017 compared to 2016. Unit sales of tractors and combines increased approximately 3.6% during 2017 compared to 2016. The unit sales increase and the increase in net sales can differ due to foreign currency translation, pricing and sales mix changes.

The following table sets forth, for the years ended December 31, 2017 and 2016, the percentage relationship to net sales of certain items included in our Consolidated Statements of Operations (in millions, except percentages):

	2017		2016	
	\$	% of Net Sales	\$	% of Net Sales
Gross profit	\$ 1,765.3	21.3%	\$ 1,515.5	20.5%
Selling, general and administrative expenses	970.7	11.7%	867.9	11.7%
Engineering expenses	323.1	3.9%	296.1	4.0%
Restructuring expenses	11.2	0.1%	11.9	0.2%
Amortization of intangibles	57.0	0.7%	51.2	0.7%
Income from operations	\$ 403.3	4.9%	\$ 288.4	3.9%

Gross profit as a percentage of net sales increased during 2017 compared to 2016, primarily due to higher sales and production volumes, reduced warranty costs and the benefits from material cost containment and productivity initiatives. Production hours increased approximately 3% during 2017 compared to 2016. We recorded stock compensation expense of approximately \$2.8 million and \$1.5 million during 2017 and 2016, respectively, within cost of goods sold, as is more fully explained in Note 10 of our Consolidated Financial Statements.

Selling, general and administrative expenses (“SG&A expenses”) and engineering expenses increased in dollars but were relatively flat as a percentage of net sales during 2017 compared to 2016. The increases in SG&A and engineering expenses were primarily the result of labor cost increases and the impact of acquisitions as well as negative foreign currency translation impacts during 2017. Engineering expenses also increased during 2016 to support investments in future new product introductions. We recorded stock compensation expense of approximately \$35.6 million and \$16.9 million during 2017 and 2016, respectively, within SG&A expenses, as is more fully explained in Note 10 of our Consolidated Financial Statements.

We recorded restructuring expenses of approximately \$11.2 million and \$11.9 million during 2017 and 2016, respectively. The restructuring expenses recorded in 2017 and 2016 primarily related to severance and related costs associated with the rationalization of employee headcount at various manufacturing facilities and administrative offices located in Europe, China, South America and the United States.

Interest expense, net was \$45.1 million for 2017 compared to \$52.1 million for 2016. See “Liquidity and Capital Resources” for further information.

Other expense, net was \$74.4 million in 2017 compared to \$31.4 million in 2016. Losses on sales of receivables, primarily related to our accounts receivable sales agreements with our finance joint ventures in North America, Europe and Brazil, were approximately \$39.2 million and \$19.5 million in 2017 and 2016, respectively, due to an increase in the volume of receivables sold during 2017 as compared to 2016. In addition, higher hedging costs and foreign exchange losses in 2017 as compared to 2016 contributed to the increase in other expense, net.

We recorded an income tax provision of \$133.6 million in 2017 compared to \$92.2 million in 2016. Our tax provision and effective tax rate are impacted by the differing tax rates of the various tax jurisdictions in which we operate, permanent differences for items treated differently for financial accounting and income tax purposes and for losses in jurisdictions where no income tax benefit is recorded. During 2017, we recorded a tax provision of approximately \$42.0 million resulting from the



enactment of U.S. tax reform legislation on December 22, 2017. The final impact of the tax reform legislation may differ materially due to factors such as further refinement of our calculations, changes in interpretations and assumptions that we and our advisors have made, additional guidance that may be issued in the future by the U.S. government, and actions that we may take as a result of the legislation. During 2016, we recorded a non-cash deferred tax adjustment to establish a valuation allowance against our U.S. net deferred income tax assets. A valuation allowance is established when it is more likely than not that some portion or all of a company's deferred tax assets will not be realized. We assessed the likelihood that our deferred tax assets would be recovered from estimated future taxable income and available income tax planning strategies at that time and concluded a valuation allowance should be established. At December 31, 2017 and 2016, we had gross deferred tax assets of \$354.9 million and \$447.4 million, respectively, including \$83.4 million and \$85.5 million, respectively, related to net operating loss carryforwards. At December 31, 2017, we had total valuation allowances as an offset to our gross deferred tax assets of approximately \$81.9 million, which included allowances against net operating loss carryforwards in Brazil, China, Russia and the Netherlands, as well as allowances against our net deferred taxes in the U.S., as previously discussed. At December 31, 2016, we had total valuation allowances as an offset to the gross deferred tax assets of approximately \$116.0 million, primarily related to net operating loss carryforwards in Brazil, China, Russia and the Netherlands, as well as allowances against our net deferred taxes in the U.S. Realization of the remaining deferred tax assets as of December 31, 2017 will depend on generating sufficient taxable income in future periods, net of reversing deferred tax liabilities. We believe it is more likely than not that the remaining net deferred tax assets will be realized. Refer to Note 6 of our Consolidated Financial Statements for further information.

Equity in net earnings of affiliates, which is primarily comprised of income from our finance joint ventures, was \$39.1 million in 2017 compared to \$47.5 million in 2016 primarily due to lower net earnings from certain finance joint ventures and other affiliates. Refer to "Finance Joint Ventures" for further information regarding our finance joint ventures and their results of operations and to Note 5 of our Consolidated Financial Statements.

### ***2016 Compared to 2015***

Net income attributable to AGCO Corporation and subsidiaries for 2016 was \$160.1 million, or \$1.96 per diluted share, compared to net income for 2015 of \$266.4 million, or \$3.06 per diluted share.

Net sales for 2016 were approximately \$7,410.5 million, or 0.8% lower than 2015, primarily due to continued weakening global market conditions and the unfavorable impact of currency translation. Income from operations was \$288.4 million in 2016 compared to \$361.1 million in 2015. The decrease in income from operations during 2016 was a result of decreased production levels, a weaker sales mix and negative currency translation impacts.

Regionally, income from operations in North American and South American regions decreased approximately \$84.3 million and \$14.5 million, respectively, in 2016 compared to 2015. Lower sales and production volumes, a weaker product mix and other cost increases contributed to a reduction in income from operations in North America. In South America, lower margins due primarily to material cost inflation and the negative impact of currency translation adversely impacted income from operations. Income from operations in our EME and APA regions increased approximately \$8.1 million and \$31.9 million, respectively, in 2016 compared to 2015. Income from operations in EME benefited from higher net sales but was negatively impacted by unfavorable currency translation impacts. In the APA region, operating results were bolstered by the significant growth in net sales in the region as well as increased small tractor production levels in China.

### ***Industry Market Conditions***

A record grain harvest in the U.S., combined with healthy crop production across Europe and South America, resulted in increased global grain inventories and low soft commodity prices during 2016. As a result, deteriorating farm economics negatively impacted both farmer sentiment and industry equipment demand in all major markets. In the United States and Canada, industry demand declined during 2016, particularly in the row crop and professional hay producer sectors, with significantly lower industry retail sales of high-horsepower tractors, combines, sprayers, and grain storage and handling equipment. Specifically industry unit retail sales of higher horsepower tractors decreased approximately 10%, while industry unit retail sales of combines decreased approximately 21% in 2016 compared to 2015. Industry retail demand was also lower in Western Europe during 2016 as compared to 2015 levels. Difficult economic conditions for dairy producers and lower commodity prices in the arable farming sector negatively impacted demand across the region. Declines were most pronounced in France and Germany, partially offset by modest growth in Finland and Scandinavia. Industry unit retail sales of tractors and combines decreased approximately 4% and 14%, respectively, in 2016 compared to 2015 in the region. Industry demand in South America stabilized throughout 2016. While market conditions in Brazil declined for the full year of 2016 compared to 2015, stronger farm fundamentals in the second half of the year helped to overcome previous weaknesses caused by political uncertainty and depressed economic conditions. Supportive government policies and improved crop production in Argentina

also resulted in higher industry sales in that market. Industry unit retail sales of tractors decreased approximately 6% in 2016 compared to 2015 in the region. Industry retail sales of combines in South America increased approximately 14% during 2016 compared to 2015. Industry sales declines of tractors were most pronounced in Brazil and other South American markets, while industry sales increases of combines were principally in Brazil and Argentina.

### Results of Operations

Net sales for 2016 were \$7,410.5 million compared to \$7,467.3 million for 2015, primarily due to softer global market conditions and the unfavorable impact of foreign currency translation. The following table sets forth, for the year ended December 31, 2016, the impact to net sales of currency translation by geographical segment (in millions, except percentages):

	2016	2015	Change		Change due to Currency Translation		Change due to Acquisitions	
			\$	%	\$	%	\$	%
North America	\$ 1,807.7	\$ 1,965.0	\$ (157.3)	(8.0)%	\$ (25.9)	(1.3)%	\$ 82.4	4.2%
South America	917.5	949.0	(31.5)	(3.3)%	(72.2)	(7.6)%	3.6	0.4%
EME	4,089.7	4,037.6	52.1	1.3 %	(87.4)	(2.2)%	46.2	1.1%
APA	595.6	515.7	79.9	15.5 %	(10.5)	(2.0)%	41.0	8.0%
	<u>\$ 7,410.5</u>	<u>\$ 7,467.3</u>	<u>\$ (56.8)</u>	<u>(0.8)%</u>	<u>\$ (196.0)</u>	<u>(2.6)%</u>	<u>\$ 173.2</u>	<u>2.3%</u>

Regionally, net sales in North America decreased during 2016 compared to 2015, with the most significant decreases in grain storage equipment, sprayers and hay tools, partially offset by net sales growth of low and mid-sized horsepower tractors. Net sales were lower in South America in 2016 compared to 2015. Higher net sales in Argentina were partially offset by lower net sales in Brazil and other South American markets. In the EME region, net sales were relatively flat in 2016 compared to 2015, with growth in the United Kingdom and Scandinavia mostly offset by declines in France and Germany. In the APA region, net sales increased in 2016 compared to 2015, primarily due to a significant growth in sales in China offset by declines in Africa. We estimate that worldwide average price increases were approximately 1.5% and 1.8% in 2016 and 2015, respectively. Consolidated net sales of tractors and combines, which consisted of approximately 61% of our net sales in 2016, decreased approximately 1.0% in 2016 compared to 2015. Unit sales of tractors and combines decreased approximately 1.5% during 2016 compared to 2015. The unit sales decrease and the decrease in net sales can differ due to foreign currency translation, pricing and sales mix changes.

The following table sets forth, for the years ended December 31, 2016 and 2015, the percentage relationship to net sales of certain items included in our Consolidated Statements of Operations (in millions, except percentages):

	2016		2015	
	\$	% of Net Sales	\$	% of Net Sales <sup>(1)</sup>
Gross profit	\$ 1,515.5	20.5%	\$ 1,560.6	20.9%
Selling, general and administrative expenses	867.9	11.7%	852.3	11.4%
Engineering expenses	296.1	4.0%	282.2	3.8%
Restructuring expenses	11.9	0.2%	22.3	0.3%
Amortization of intangibles	51.2	0.7%	42.7	0.6%
Income from operations	<u>\$ 288.4</u>	<u>3.9%</u>	<u>\$ 361.1</u>	<u>4.8%</u>

Gross profit as a percentage of net sales decreased during 2016 compared to 2015, primarily due to lower production levels, a weaker product mix and other cost increases, including higher warranty expenses. The benefits from material cost containment and productivity initiatives helped to partially offset these negative impacts. Production hours decreased approximately 5% during 2016 compared to 2015. We recorded stock compensation expense of approximately \$1.5 million and \$0.9 million during 2016 and 2015, respectively, within cost of goods sold, as is more fully explained in Note 10 of our Consolidated Financial Statements.

SG&A expenses and engineering expenses both increased in dollars and as a percentage of net sales during 2016 compared to 2015. The increases in SG&A and engineering expenses were primarily the result of acquisitions during 2016.

Engineering expenses also increased during 2016 to support investments in future new product introductions. We recorded stock compensation expense of approximately \$16.9 million and \$11.6 million during 2016 and 2015, respectively, within SG&A expenses, as is more fully explained in Note 10 of our Consolidated Financial Statements.

We recorded restructuring expenses of approximately \$11.9 million and \$22.3 million during 2016 and 2015, respectively. The restructuring expenses recorded in 2016 and 2015 primarily related to severance and related costs associated with the rationalization of employee headcount at various manufacturing facilities and administrative offices located in Europe, China, South America and the United States.

Interest expense, net was \$52.1 million for 2016 compared to \$45.4 million for 2015. The increase was primarily due to higher outstanding indebtedness. See “Liquidity and Capital Resources” for further information.

Other expense, net was \$31.4 million in 2016 compared to \$36.3 million in 2015. The decrease was primarily due to lower foreign exchange losses in 2016 as compared to 2015. Losses on sales of receivables, primarily related to our accounts receivable sales agreements with our finance joint ventures in North America, Europe and Brazil, were approximately \$19.5 million and \$18.8 million in 2016 and 2015, respectively.

We recorded an income tax provision of \$92.2 million in 2016 compared to \$72.5 million in 2015. Our tax provision and effective tax rate is impacted by the differing tax rates of the various tax jurisdictions in which we operate, permanent differences for items treated differently for financial accounting and income tax purposes and for losses in jurisdictions where no income tax benefit is recorded. During 2016, we also recorded a non-cash deferred tax adjustment to establish a valuation allowance against our U.S. net deferred income tax assets. A valuation allowance is established when it is more likely than not that some portion or all of a company’s deferred tax assets will not be realized. We assessed the likelihood that our deferred tax assets would be recovered from estimated future taxable income and available income tax planning strategies and concluded a valuation allowance should be established. At December 31, 2016 and 2015, we had gross deferred tax assets of \$447.4 million and \$390.0 million, respectively, including \$85.5 million and \$74.0 million, respectively, related to net operating loss carryforwards. At December 31, 2016, we had total valuation allowances as an offset to our gross deferred tax assets of \$116.0 million, which included allowances against net operating loss carryforwards in Brazil, China, Russia and the Netherlands, as well as allowances against our net deferred taxes in the U.S., as previously discussed. At December 31, 2015, we had total valuation allowances as an offset to the gross deferred tax assets of approximately \$75.8 million, primarily related to net operating loss carryforwards in Brazil, China, Russia and the Netherlands.

Equity in net earnings of affiliates, which is primarily comprised of income from our finance joint ventures, was \$47.5 million in 2016 compared to \$57.1 million in 2015 primarily due to declining operating results as a consequence of weaker market conditions. Refer to “Finance Joint Ventures” for further information regarding our finance joint ventures and their results of operations and to Note 5 of our Consolidated Financial Statements.

### Quarterly Results

The following table presents unaudited interim operating results. We believe that the following information includes all adjustments, consisting only of normal recurring adjustments, necessary to present fairly our results of operations for the periods presented.

	Three Months Ended			
	March 31	June 30	September 30	December 31
(In millions, except per share data)				
<b>2017:</b>				
Net sales	\$ 1,627.6	\$ 2,165.2	\$ 1,986.3	\$ 2,527.4
Gross profit	330.3	475.4	428.6	531.0
Income from operations	15.6	148.4	97.0	142.3
Net (loss) income	(8.2)	91.6	60.8	45.1
Net income attributable to noncontrolling interests	(1.9)	(0.1)	(0.1)	(0.8)
Net (loss) income attributable to AGCO Corporation and subsidiaries	(10.1)	91.5	60.7	44.3
Net (loss) income per common share attributable to AGCO Corporation and subsidiaries — diluted	(0.13)	1.14	0.76	0.55
<b>2016:</b>				
Net sales	\$ 1,559.3	\$ 1,995.6	\$ 1,761.6	\$ 2,094.0
Gross profit	314.7	427.0	353.5	420.3
Income from operations	19.4	118.6	59.0	91.4
Net income	10.2	49.4	39.4	61.2
Net (income) loss attributable to noncontrolling interests	(2.4)	0.9	0.6	0.8
Net income attributable to AGCO Corporation and subsidiaries	7.8	50.3	40.0	62.0
Net income per common share attributable to AGCO Corporation and subsidiaries — diluted	0.09	0.61	0.50	0.77

### Finance Joint Ventures

Our AGCO Finance joint ventures provide both retail financing and wholesale financing to our dealers in the United States, Canada, Europe, Brazil, Argentina and Australia. The joint ventures are owned by AGCO and by a wholly-owned subsidiary of Rabobank, a financial institution based in the Netherlands. The majority of the assets of the finance joint ventures consist of finance receivables. The majority of the liabilities consist of notes payable and accrued interest. Under the various joint venture agreements, Rabobank or its affiliates provide financing to the finance joint ventures, primarily through lines of credit. We do not guarantee the debt obligations of the joint ventures. As of December 31, 2017, our capital investment in the finance joint ventures, which is included in “Investment in affiliates” on our Consolidated Balance Sheets, was approximately \$373.7 million compared to \$380.8 million as of December 31, 2016. The total finance portfolio in our finance joint ventures was approximately \$8.8 billion and \$8.0 billion as of December 31, 2017 and 2016, respectively. The total finance portfolio as of December 31, 2017 and 2016 included approximately \$7.3 billion and \$6.7 billion, respectively, of retail receivables and \$1.5 billion and \$1.3 billion, respectively, of wholesale receivables from AGCO dealers. The wholesale receivables either were sold directly to AGCO Finance without recourse from our operating companies or AGCO Finance provided the financing directly to the dealers. During 2017, we did not make additional investments in our finance joint ventures. During 2016, we made a total of approximately \$2.8 million of additional investments in our finance joint venture in the Netherlands. During 2017 and 2016, we received dividends of approximately \$78.5 million and \$44.5 million, respectively, from certain of our finance joint ventures. Our share in the earnings of the finance joint ventures, included in “Equity in net earnings of affiliates” within our Consolidated Statements of Operations, was \$39.9 million and \$45.5 million for the years ended December 31, 2017 and 2016, respectively, with the decrease in earnings primarily due to lower income in the U.S., French and German finance joint ventures during 2017 as compared to 2016.

## Outlook

Our operations are subject to the cyclical nature of the agricultural industry. Sales of our equipment have been and are expected to continue to be affected by changes in net cash farm income, farm land values, weather conditions, the demand for agricultural commodities, farm industry related legislation, availability of financing and general economic conditions.

Relatively stable industry demand is anticipated across all major geographical regions during 2018. Our net sales are expected to increase in 2018 compared to 2017, primarily due to improved sales volumes, positive pricing impacts as well as the benefit of acquisitions and foreign currency translation. Gross and operating margins are expected to improve from 2017 levels, reflecting the positive impact of pricing and cost reduction efforts, partially offset by higher engineering expenses targeted at new product offerings.

## Recent Acquisitions

On October 2, 2017, we acquired the forage division of the Lely Group (“Lely”) for approximately €80.5 million (or approximately \$95.0 million), net of cash acquired of approximately €6.0 million (or approximately \$7.1 million). The Lely acquisition, with manufacturing locations in northern Germany, allowed the Company to expand its product offering of hay and forage equipment, including balers, loader wagons and other harvesting tools. The acquisition was financed through our credit facility (see Note 7 of our Consolidated Financial Statements for further information). We allocated the purchase price to the assets acquired and liabilities assumed based on preliminary estimates of their fair values as of the acquisition date. The acquired net assets primarily consisted of accounts receivable, inventories, accounts payable and accrued expenses, property, plant and equipment, and customer relationship, technology and trademark identifiable intangible assets. We recorded approximately \$7.6 million of customer relationship, technology and trademark identifiable intangible assets and approximately \$17.4 million of goodwill associated with the acquisition.

On September 1, 2017, we acquired Precision Planting LLC (“Precision Planting”) for approximately \$198.1 million, net of cash acquired of approximately \$1.6 million. Precision Planting, headquartered in Tremont, Illinois, is a leading manufacturer of high-tech planting equipment. The acquisition of Precision Planting provided us an opportunity to expand our precision farming technology offerings on a global basis. The acquisition was financed through our credit facility (see Note 7 of our Consolidated Financial Statements for further information). We allocated the purchase price to the assets acquired and liabilities assumed based on preliminary estimates of their fair values as of the acquisition date. The acquired assets primarily consisted of accounts receivable, inventories, accounts payable and accrued expenses, property, plant and equipment, and customer relationship, technology and trademark identifiable intangible assets. We recorded approximately \$64.4 million of customer relationship, technology and trademark identifiable intangible assets and approximately \$67.2 million of goodwill associated with the acquisition.

On September 12, 2016, we acquired Cimbria Holdings Limited (“Cimbria”) for DKK 2,234.9 million (or approximately \$337.5 million), net of cash acquired of approximately DKK 83.4 million (or approximately \$12.6 million). Cimbria, headquartered in Thisted, Denmark, is a leading manufacturer of products and solutions for the processing, handling and storage of seed and grain. The acquisition was financed through our credit facility (see Note 7 of our Consolidated Financial Statements for further information). We allocated the purchase price to the assets acquired and liabilities assumed based on their fair values as of the acquisition date. The acquired assets primarily consisted of accounts receivable, inventories, accounts payable and accrued expenses, customer advances, property, plant and equipment, and customer relationship, technology and trademark identifiable intangible assets. We recorded approximately \$128.9 million of customer relationship, technology and trademark identifiable intangible assets and approximately \$237.9 million of goodwill associated with the acquisition.

On February 2, 2016, we acquired Tecno Poultry Equipment S.p.A (“Tecno”) for approximately €58.7 million (or approximately \$63.8 million). We acquired cash of approximately €17.6 million (or approximately \$19.1 million) associated with the acquisition. Tecno, headquartered in Ronchi Di Villafranca, Italy, manufactures and supplies poultry housing and related products, including egg collection equipment and trolley feeding systems. The acquisition was financed through our credit facility (refer to Note 7 of our Consolidated Financial Statements for further information). We allocated the purchase price to the assets acquired and liabilities assumed based on their fair values as of the acquisition date. The acquired net assets primarily consisted of accounts receivable, inventories, accounts payable and accrued expenses, deferred revenue, property, plant and equipment and customer relationship, technology and trademark identifiable intangible assets. We recorded approximately \$27.5 million of customer relationship, technology and trademark identifiable intangible assets and approximately \$20.4 million of goodwill associated with the acquisition.

On April 17, 2015, we acquired Farmer Automatic GmbH & Co. KG (“Farmer Automatic”) for approximately \$17.9 million, net of cash acquired of approximately \$0.1 million. Farmer Automatic, headquartered in Laer, Germany, manufactures and supplies poultry housing and related products, including egg production cages and broiler production equipment. The acquisition was financed with available cash on hand. We allocated the purchase price to the assets acquired and liabilities assumed based on their fair values as of the acquisition date. The acquired net assets primarily consisted of accounts receivable, inventories, accounts payable and accrued expenses, property, plant and equipment, and customer relationship, technology and trademark identifiable intangible assets. We recorded approximately \$9.6 million of customer relationship, technology and trademark identifiable intangible assets and approximately \$10.0 million of goodwill associated with the acquisition.

### Liquidity and Capital Resources

Our financing requirements are subject to variations due to seasonal changes in inventory and receivable levels. Internally generated funds are supplemented when necessary from external sources, primarily our credit facility and accounts receivable sales agreement facilities. We believe that the following facilities, together with available cash and internally generated funds, will be sufficient to support our working capital, capital expenditures and debt service requirements for the foreseeable future (in millions):

	<b>December 31, 2017</b>
1.056% Senior term loan due 2020	\$ 239.8
Credit facility, expires 2020	471.2
Senior term loans due 2021	119.9
5 <sup>7</sup> / <sub>8</sub> % Senior notes due 2021	305.3
Senior term loans due between 2019 and 2026	449.7
Other long-term debt	131.6
Debt issuance costs	(4.0)
	<u>\$ 1,713.5</u>

While we are in compliance with the financial covenants contained in these facilities and currently expect to continue to maintain such compliance, should we ever encounter difficulties, our historical relationship with our lenders has been strong and we anticipate their continued long-term support of our business. Refer to Note 7 to the Consolidated Financial Statements for further information regarding our current facilities.

Our accounts receivable sales agreements in North America, Europe and Brazil permit the sale, on an ongoing basis, of a majority of our receivables in North America, Europe and Brazil to our U.S., Canadian, European and Brazilian finance joint ventures. The sale of all receivables are without recourse to us. We do not service the receivables after the sale occurs, and we do not maintain any direct retained interest in the receivables. These agreements are accounted for as off-balance sheet transactions and have the effect of reducing accounts receivable and short-term liabilities by the same amount. As of December 31, 2017 and 2016, the cash received from receivables sold under the U.S., Canadian, European and Brazilian accounts receivable sales agreements was approximately \$1.3 billion and \$1.1 billion, respectively.

Our finance joint ventures in Europe, Brazil and Australia also provide wholesale financing directly to our dealers. The receivables associated with these arrangements also are without recourse to us. As of December 31, 2017 and 2016, these finance joint ventures had approximately \$41.6 million and \$41.5 million, respectively, of outstanding accounts receivable associated with these arrangements. These arrangements are accounted for as off-balance sheet transactions. In addition, we sell certain trade receivables under factoring arrangements to other financial institutions around the world. These arrangements also are accounted for as off-balance sheet transactions.

### Cash Flows

Cash flows provided by operating activities were \$577.6 million during 2017 compared to \$369.5 million during 2016 and \$524.2 million during 2015. The increase during 2017 was primarily due to an increase in net income as well as an increase in accounts payable and accrued expenses, offset by an increase in inventories. In addition, as previously discussed, we received an increased amount of dividends from our finance joint ventures in 2017 as compared to 2016. The decrease in cash flows provided by operating activities during 2016 as compared to 2015 was primarily due to a decrease in net income as well as an increase in inventories.

Our working capital requirements are seasonal, with investments in working capital typically building in the first half of the year and then reducing in the second half of the year. We had \$977.1 million in working capital at December 31, 2017, as compared with \$1,020.8 million at December 31, 2016. Accounts receivable and inventories, combined, at December 31, 2017 were \$487.1 million higher than at December 31, 2016. The increase in accounts receivable and inventories as of December 31, 2017 compared to December 31, 2016 was primarily the result of foreign currency translation, acquisitions and higher sales levels, as well as the impact of new product introductions.

Our debt to capitalization ratio, which is total indebtedness divided by the sum of total indebtedness and stockholders' equity, was 35.7% at December 31, 2017 compared to 37.5% at December 31, 2016.

### Share Repurchase Program

During 2016 and 2015, we repurchased 4,413,250 and 5,541,930 shares of our common stock, respectively, for approximately \$212.5 million and \$287.5 million, respectively, either through Accelerated Share Repurchase ("ASR") agreements with financial institutions or through open market transactions. During 2017, we received approximately 70,464 shares associated with the remaining balance of shares to be delivered under an ASR agreement that was completed in November 2016. All shares received under the ASR agreements were retired upon receipt, and the excess of the purchase price over par value per share was recorded to "Additional paid-in capital" within the our Consolidated Balance Sheets.

### Contractual Obligations

The future payments required under our significant contractual obligations, excluding foreign currency option and forward contracts, as of December 31, 2017 are as follows (in millions):

	<b>Payments Due By Period</b>				
	<b>Total</b>	<b>2018</b>	<b>2019 to 2020</b>	<b>2021 to 2022</b>	<b>2023 and Beyond</b>
Indebtedness <sup>(1)</sup>	\$ 1,713.5	\$ 95.4	\$ 802.9	\$ 657.9	\$ 157.3
Interest payments related to indebtedness <sup>(2)</sup>	132.4	29.2	74.1	23.4	5.7
Capital lease obligations	17.8	5.5	6.2	2.6	3.5
Operating lease obligations	167.2	47.5	51.7	28.4	39.6
Unconditional purchase obligations	74.9	64.4	9.5	1.0	—
Other short-term and long-term obligations <sup>(3)</sup>	356.1	105.8	121.1	93.3	35.9
<b>Total contractual cash obligations</b>	<b>\$ 2,461.9</b>	<b>\$ 347.8</b>	<b>\$ 1,065.5</b>	<b>\$ 806.6</b>	<b>\$ 242.0</b>

	<b>Amount of Commitment Expiration Per Period</b>				
	<b>Total</b>	<b>2018</b>	<b>2019 to 2020</b>	<b>2021 to 2022</b>	<b>2023 and Beyond</b>
Standby letters of credit and similar instruments	\$ 15.2	\$ 15.2	\$ —	\$ —	\$ —
Guarantees	115.1	109.2	4.8	1.1	—
<b>Total commercial commitments and letters of credit</b>	<b>\$ 130.3</b>	<b>\$ 124.4</b>	<b>\$ 4.8</b>	<b>\$ 1.1</b>	<b>\$ —</b>

(1) Indebtedness amounts reflect the principal amount of our senior term loan, senior notes and credit facility.

(2) Estimated interest payments are calculated assuming current interest rates over minimum maturity periods specified in debt agreements. Debt may be repaid sooner or later than such minimum maturity periods.

(3) Other short-term and long-term obligations include estimates of future minimum contribution requirements under our U.S. and non-U.S. defined benefit pension and postretirement plans. These estimates are based on current legislation in the countries we operate within and are subject to change. Other short-term and long-term obligations also include income tax liabilities related to uncertain income tax positions connected with ongoing income tax audits in various jurisdictions.

## **Commitments and Off-Balance Sheet Arrangements**

### ***Guarantees***

We maintain a remarketing agreement with our finance joint venture in the United States, whereby we are obligated to repurchase repossessed inventory at market value. We have an agreement with our finance joint venture in the United States that limits our purchase obligations under this arrangement to \$6.0 million in the aggregate per calendar year. We believe that any losses that might be incurred on the resale of this equipment will not materially impact our financial position or results of operations, due to the fact that the repurchase obligation would be equivalent to the fair value of the underlying equipment.

At December 31, 2017, we guaranteed indebtedness owed to third parties of approximately \$115.1 million, primarily related to dealer and end-user financing of equipment. Such guarantees generally obligate us to repay outstanding finance obligations owed to financial institutions if dealers or end users default on such loans through 2022. We believe the credit risk associated with these guarantees is not material to our financial position or results of operations. Losses under such guarantees historically have been insignificant. In addition, we generally would expect to be able to recover a significant portion of the amounts paid under such guarantees from the sale of the underlying financed farm equipment, as the fair value of such equipment is expected to offset a substantial portion of the amounts paid.

### ***Other***

At December 31, 2017, we had outstanding designated and non-designated foreign exchange contracts with a gross notional amount of approximately \$1,798.2 million. The outstanding contracts as of December 31, 2017 range in maturity through December 2018.

As discussed in “Liquidity and Capital Resources,” we sell a majority of our wholesale accounts receivable in North America, Europe and Brazil to our U.S., Canadian, European and Brazilian finance joint ventures. We also sell certain accounts receivable under factoring arrangements to financial institutions around the world. We have determined that these facilities should be accounted for as off-balance sheet transactions.

### ***Contingencies***

We are party to various claims and lawsuits arising in the normal course of business. We closely monitor these claims and lawsuits and frequently consult with our legal counsel to determine whether they may, when resolved, have a material adverse effect on our financial position or results of operations and accrue and/or disclose loss contingencies as appropriate (see Note 12 of our Consolidated Financial Statements and Item 3, “Legal Proceedings”).

## **Related Parties**

Rabobank is a 51% owner in our finance joint ventures. See “Finance Joint Ventures.” Rabobank is also the principal agent and participant in our credit facility.

Our finance joint ventures provide retail and wholesale financing to our dealers. In addition, we transfer, on an ongoing basis, a majority of our wholesale receivables in North America, Europe and Brazil to our U.S., Canadian, European and Brazilian finance joint ventures. See Note 4 of our Consolidated Financial Statements for further discussion of these agreements. We maintain a remarketing agreement with our U.S. finance joint venture, AGCO Finance LLC, as discussed above under “Commitments and Off-Balance Sheet Arrangements.” In addition, as part of sales incentives provided to end users, we may from time to time subsidize interest rates of retail financing provided by our finance joint ventures. The cost of those programs is recognized at the time of sale to our dealers.

Tractors and Farm Equipment Limited (“TAFE”), in which we hold a 23.75% interest, manufactures and sells Massey Ferguson-branded equipment primarily in India, and also supplies tractors and components to us for sale in other markets. Mallika Srinivasan, who is the Chairman and Chief Executive Officer of TAFE, is currently a member of our Board of Directors. As of December 31, 2017, TAFE owned 12,150,152 shares of our common stock. We and TAFE are parties to an agreement pursuant to which, among other things, TAFE has agreed not to purchase in excess of 12,170,290 shares of our common stock, subject to certain adjustments, and we have agreed to annually nominate a TAFE representative to our Board of Directors. During 2017, 2016 and 2015, we purchased approximately \$102.0 million, \$128.5 million and \$129.2 million, respectively, of tractors and components from TAFE. During 2017, 2016 and 2015, we sold approximately \$1.2 million, \$1.1 million and \$2.2 million, respectively, of parts to TAFE. We received dividends from TAFE of approximately \$1.8 million, \$1.6 million and \$1.7 million during 2017, 2016 and 2015, respectively.



During 2017, 2016 and 2015, we paid approximately \$7.2 million, \$3.1 million and \$3.5 million, respectively, to PPG Industries, Inc. for painting materials used in our manufacturing processes. Our Chairman, President and Chief Executive Officer is currently a member of the board of directors of PPG Industries, Inc.

During 2017, 2016 and 2015, we paid approximately \$1.5 million, \$2.0 million and \$0.6 million, respectively, to Praxair, Inc. for propane, gas and welding, and laser consumables used in our manufacturing processes. Our Chairman, President and Chief Executive Officer is currently a member of the board of directors of Praxair, Inc.

### **Foreign Currency Risk Management**

We have significant manufacturing operations in the United States, France, Germany, Finland and Brazil, and we purchase a portion of our tractors, combines and components from third-party foreign suppliers, primarily in various European countries and in Japan. We also sell products in approximately 150 countries throughout the world. The majority of our net sales outside the United States are denominated in the currency of the customer location, with the exception of sales in the Middle East, Africa, Asia and parts of South America, where net sales are primarily denominated in British pounds, Euros or United States dollars. See Note 15 of our Consolidated Financial Statements for net sales by customer location. Our most significant transactional foreign currency exposures are the Euro, the Brazilian real and the Canadian dollar in relation to the United States dollar, and the Euro in relation to the British pound. Fluctuations in the value of foreign currencies create exposures, which can adversely affect our results of operations.

We attempt to manage our transactional foreign currency exposure by hedging foreign currency cash flow forecasts and commitments arising from the anticipated settlement of receivables and payables and from future purchases and sales. Where naturally offsetting currency positions do not occur, we hedge certain, but not all, of our exposures through the use of foreign currency contracts. Our translation exposure resulting from translating the financial statements of foreign subsidiaries into United States dollars is not hedged. Our most significant translation exposures are the Euro, the British pound and the Brazilian real in relation to the United States dollar. When practical, this translation impact is reduced by financing local operations with local borrowings. Our hedging policy prohibits use of foreign currency contracts for speculative trading purposes.

All derivatives are recognized on our Consolidated Balance Sheets at fair value. On the date a derivative contract is entered into, we designate the derivative as either (1) a cash flow hedge of a forecasted transaction, (2) a fair value hedge of a recognized liability, (3) a hedge of a net investment in a foreign operation, or (4) a non-designated derivative instrument. We currently engage in derivatives that are cash flow hedges of forecasted transactions as well as non-designated derivative instruments. The total notional value of our foreign currency instruments was \$1,798.2 million and \$1,661.4 million as of December 31, 2017 and 2016, inclusive of both those instruments that are designated and qualified for hedge accounting and non-designated derivative instruments. We also enter into non-derivative instruments to hedge a portion of our net investment in foreign operations against adverse movements in exchange rates. Refer to Note 11 of our Consolidated Financial Statements for additional information about our hedging transactions and derivative financial instruments.

Assuming a 10% change relative to the currency of the hedge contracts, the fair value of the foreign currency instruments could be negatively impacted by approximately \$56.7 million as of December 31, 2017. Due to the fact that these instruments are primarily entered into for hedging purposes, the gains or losses on the contracts would largely be offset by losses and gains on the underlying firm commitment or forecasted transaction.

### **Interest Rate Risk**

Our interest expense is, in part, sensitive to the general level of interest rates. We manage our exposure to interest rate risk through our mix of floating rate and fixed rate debt. From time to time, we enter into interest rate swap agreements to manage our exposure to interest rate fluctuations. Refer to Notes 7 and 11 of our Consolidated Financial Statements for additional information about our interest rate swap agreements.

Based on our floating rate debt and our accounts receivable sales facilities outstanding at December 31, 2017, a 10% increase in interest rates, would have increased, collectively, "Interest expense, net" and "Other expense, net" for the year ended December 31, 2017 by approximately \$5.5 million.

### **Recent Accounting Pronouncements**

See Note 1 of our Consolidated Financial Statements for more information regarding recent accounting pronouncements and their impact to our consolidated results of operations and financial position.

## **Critical Accounting Estimates**

We prepare our Consolidated Financial Statements in conformity with U.S. generally accepted accounting principles. In the preparation of these financial statements, we make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The significant accounting policies followed in the preparation of the financial statements are detailed in Note 1 of our Consolidated Financial Statements. We believe that our application of the policies discussed below involves significant levels of judgment, estimates and complexity.

Due to the levels of judgment, complexity and period of time over which many of these items are resolved, actual results could differ from those estimated at the time of preparation of the financial statements. Adjustments to these estimates would impact our financial position and future results of operations.

### ***Discount and Sales Incentive Allowances***

We provide various volume bonus and sales incentive programs with respect to our products. These sales incentive programs include reductions in invoice prices, reductions in retail financing rates, dealer commissions and dealer incentive allowances. In most cases, incentive programs are established and communicated to our dealers on a quarterly basis. The incentives are paid either at the time of the cash settlement of the receivable (which is generally at the time of retail sale), at the time of retail financing, at the time of warranty registration, or at a subsequent time based on dealer purchase volumes. The incentive programs are product line specific and generally do not vary by dealer. The cost of sales incentives associated with dealer commissions and dealer incentive allowances is estimated based upon the terms of the programs and historical experience, is based on a percentage of the sales price, and is recorded at the later of (a) the date at which the related revenue is recognized, or (b) the date at which the sales incentive is offered. The related provisions and accruals are made on a product or product-line basis and are monitored for adequacy and revised at least quarterly in the event of subsequent modifications to the programs. Volume discounts are estimated and recognized based on historical experience, and related reserves are monitored and adjusted based on actual dealer purchase volumes and the dealers' progress towards achieving specified cumulative target levels. We record the cost of interest subsidy payments, which is a reduction in the retail financing rates, at the later of (a) the date at which the related revenue is recognized, or (b) the date at which the sales incentive is offered. Estimates of these incentives are based on the terms of the programs and historical experience. All incentive programs are recorded and presented as a reduction of revenue, due to the fact that we do not receive an identifiable benefit in exchange for the consideration provided. In the United States and Canada, reserves for incentive programs related to accounts receivable not sold to our U.S. and Canadian finance joint ventures are recorded as "accounts receivable allowances" within our Consolidated Balance Sheets due to the fact that the incentives are paid through a reduction of future cash settlement of the receivable. Globally, reserves for incentive programs that will be paid in cash or credit memos, as is the case with most of our volume discount programs, as well as sales incentives associated with accounts receivable sold to our finance joint ventures, are recorded within "Accrued expenses" within our Consolidated Balance Sheets.

At December 31, 2017, we had recorded an allowance for discounts and sales incentives of approximately \$250.9 million, related to allowances in our North America geographical segment that will be paid either through a reduction of future cash settlements of receivables and through credit memos to our dealers or through reductions in retail financing rates paid to our finance joint ventures. If we were to allow an additional 1% of sales incentives and discounts at the time of retail sale for those sales subject to such discount programs in the United States and Canada, our reserve would increase by approximately \$7.8 million as of December 31, 2017. Conversely, if we were to decrease our sales incentives and discounts by 1% at the time of retail sale, our reserve would decrease by approximately \$7.8 million as of December 31, 2017.

### ***Deferred Income Taxes and Uncertain Income Tax Positions***

We recorded an income tax provision of \$133.6 million in 2017 compared to \$92.2 million in 2016 and \$72.5 million in 2015. Our tax provision and effective tax rate is impacted by the differing tax rates of the various tax jurisdictions in which we operate, permanent differences for items treated differently for financial accounting and income tax purposes, and for losses in jurisdictions where no income tax benefit is recorded.

On December 22, 2017, the Tax Cuts and Jobs Act ("the 2017 Tax Act") was enacted in the United States. The 2017 Tax Act includes a number of changes to existing U.S. tax laws that impact us, including a reduction of the U.S. corporate income tax rate from 35 percent to 21 percent for tax years beginning after December 31, 2017. The 2017 Tax Act also provides for a one-time transition tax on certain foreign earnings and the acceleration of depreciation for certain assets placed into service after September 27, 2017, as well as prospective changes beginning in 2018, including the repeal of the domestic

manufacturing deduction, capitalization of research and development expenditures, additional limitations on executive compensation and limitations on the deductibility of interest.

During the three months ended December 31, 2017, we recorded a provision of approximately \$42.0 million in accordance with Staff Accounting Bulletin No. 118, which provides SEC Staff guidance for the application of Accounting Standards Codification (“ASC”) 740, “Income Taxes,” in the reporting period in which the 2017 Tax Act was enacted. Our Consolidated Financial Statements reflect both the income tax effects of the 2017 Tax Act for which the accounting under ASC 740 is complete as well as provisional amounts for those specific income tax effects of the 2017 Tax Act for which the accounting under ASC 740 is incomplete but a reasonable estimate could be determined. We did not identify any items for which the income tax effects of the 2017 Tax Act have not been completed and a reasonable estimate could not be determined as of December 31, 2017.

The \$42.0 million provision included a provisional income tax charge of approximately \$14.3 million related to the one-time transition tax associated with the mandatory deemed repatriation of approximately \$3.4 billion of unremitted foreign earnings. Our provision also included a provisional income tax charge of approximately \$10.4 million for the income tax consequences associated with the expected future repatriation of certain underlying foreign earnings, as historically, we had considered them to be indefinitely reinvested. The remaining balance of our provision primarily related to the remeasurement of certain net deferred tax assets using the lower enacted U.S. Corporate tax rate, as well as other miscellaneous related impacts. The final impact of the tax reform legislation may differ materially due to factors such as further refinement of our calculations, changes in interpretations and assumptions that we and our advisors have made, additional guidance that may be issued in the future by the U.S. government, and actions that we may take as a result of the tax reform legislation. Additional information and analysis are needed for factors such as whether non-U.S. entities are subject to withholding taxes, have reserve requirements, or have projected working capital and other capital needs in the country where the earnings were generated that would result in a decision to indefinitely reinvest a portion or all of their earnings. When more guidance and interpretations are released, specifically with respect to the transition tax and future repatriation of foreign earnings to the U.S., we will complete our accounting and revise any provisional estimates, if required.

During the second quarter of 2016, we established a valuation allowance to fully reserve our net deferred tax assets in the United States. A valuation allowance is established when it is more likely than not that some portion or all of the deferred tax assets will not be realized. We assessed the likelihood that our deferred tax assets would be recovered from estimated future taxable income and available tax planning strategies and determined that the adjustment to the valuation allowance was appropriate. In making this assessment, all available evidence was considered including the current economic climate, as well as reasonable tax planning strategies. We believe it is more likely than not that we will realize our remaining net deferred tax assets, net of the valuation allowance, in future years.

At December 31, 2017 and 2016, we had gross deferred tax assets of \$354.9 million and \$447.4 million, respectively, including \$83.4 million and \$85.5 million, respectively, related to net operating loss carryforwards. At December 31, 2017 and 2016, we had total valuation allowances as an offset to our gross deferred tax assets of \$81.9 million and \$116.0 million, respectively, which included allowances against net operating loss carryforwards in Brazil, China, Russia and the Netherlands, as well as allowances against our net deferred taxes in the U.S., as previously discussed. Realization of the remaining deferred tax assets as of December 31, 2017 will depend on generating sufficient taxable income in future periods, net of reversing deferred tax liabilities. We believe it is more likely than not that the remaining net deferred tax assets will be realized.

As of December 31, 2017 and 2016, we had approximately \$163.4 million and \$139.9 million, respectively, of unrecognized tax benefits, all of which would impact our effective tax rate if recognized. As of December 31, 2017 and 2016, we had approximately \$61.8 million and \$47.0 million, respectively, of current accrued taxes related to uncertain income tax positions connected with ongoing tax audits in various jurisdictions that we expect to settle or pay in the next 12 months. We recognize interest and penalties related to uncertain income tax positions in income tax expense. As of December 31, 2017 and 2016, we had accrued interest and penalties related to unrecognized tax benefits of approximately \$23.0 million and \$16.4 million, respectively. See Note 6 of our Consolidated Financial Statements for further discussion of our uncertain income tax positions.

## Pensions

We sponsor defined benefit pension plans covering certain employees, principally in the United Kingdom, the United States, Germany, Switzerland, Finland, France, Norway and Argentina. Our primary plans cover certain employees in the United States and the United Kingdom.

In the United States, we sponsor a funded, qualified defined benefit pension plan for our salaried employees, as well as a separate funded qualified defined benefit pension plan for our hourly employees. Both plans are closed to new entrants and frozen, and we fund at least the minimum contributions required under the Employee Retirement Income Security Act of 1974 and the Internal Revenue Code to both plans. In addition, we maintain an unfunded, nonqualified defined benefit pension plan for certain U.S.-based senior executives, which is our Executive Nonqualified Pension Plan (“ENPP”). The ENPP is also closed to new entrants.

In the United Kingdom, we sponsor a funded defined benefit pension plan that provides an annuity benefit based on participants’ final average earnings and service. Participation in this plan is limited to certain older, longer service employees and existing retirees. This plan is closed to new participants.

See Note 8 of our Consolidated Financial Statements for more information regarding costs and assumptions for employee retirement benefits.

*Nature of Estimates Required.* The measurement date for all of our benefit plans is December 31. The measurement of our pension obligations, costs and liabilities is dependent on a variety of assumptions provided by management and used by our actuaries. These assumptions include estimates of the present value of projected future pension payments to all plan participants, taking into consideration the likelihood of potential future events such as salary increases and demographic experience. These assumptions may have an effect on the amount and timing of future contributions.

*Assumptions and Approach Used.* The assumptions used in developing the required estimates include, but are not limited to, the following key factors:

- Discount rates
- Salary growth
- Retirement rates and ages
- Inflation
- Expected return on plan assets
- Mortality rates

For the years ended December 31, 2017, 2016 and 2015, we used a globally consistent methodology to set the discount rate in the countries where our largest benefit obligations exist. In the United States, the United Kingdom and the Euro Zone, we constructed a hypothetical bond portfolio of high-quality corporate bonds and then applied the cash flows of our benefit plans to those bond yields to derive a discount rate. The bond portfolio and plan-specific cash flows vary by country, but the methodology in which the portfolio is constructed is consistent. In the United States, the bond portfolio is large enough to result in taking a “settlement approach” to derive the discount rate, in which high-quality corporate bonds are assumed to be purchased and the resulting coupon payments and maturities are used to satisfy our U.S. pension plans’ projected benefit payments. In the United Kingdom and the Euro Zone, the discount rate is derived using a “yield curve approach,” in which an individual spot rate, or zero coupon bond yield, for each future annual period is developed to discount each future benefit payment and, thereby, determine the present value of all future payments. Under the settlement and yield curve approaches, the discount rate is set to equal the single discount rate that produces the same present value of all future payments. Effective January 1, 2016, we adopted a spot yield curve to determine the discount rate in the United Kingdom to measure the plan’s service cost and interest cost for the year ended December 31, 2016. Previously, we had utilized a single weighted-average discount rate derived from the “yield curve approach” to measure the plan’s benefit obligation, service cost and interest cost. Since 2016, we have elected to utilize an approach that discounts the individual expected cash flows underlying benefit obligation and service cost using the applicable spot rates derived from the yield curve over the projected cash flow period.

The other key assumptions and methods were set as follows:

- Our inflation assumption is based on an evaluation of external market indicators.
- The salary growth assumptions reflect our long-term actual experience, the near-term outlook and assumed inflation.
- The expected return on plan asset assumptions reflects asset allocations, investment strategy, historical experience and the views of investment managers, and reflects a projection of the expected arithmetic returns over ten years.
- Determination of retirement rates and ages as well as termination rates, based on actual plan experience, actuarial standards of practice and the manner in which our defined benefit plans are being administered.

- The mortality rates for the U.K. defined benefit pension plan was updated in 2016 to reflect expected improvements in the life expectancy of the plan participants. The mortality rates for the U.S. defined benefit pension plans were updated in 2017 to reflect the Society of Actuaries' most recent findings on the topic of mortality.
- The fair value of assets used to determine the expected return on assets does not reflect any delayed recognition of asset gains and losses.

The effects of actual results differing from our assumptions are accumulated and amortized over future periods and, therefore, generally affect our recognized expense in such periods.

Our U.S. and U.K. defined benefit pension plans, including our ENPP, comprised approximately 87% of our consolidated projected benefit obligation as of December 31, 2017. If the discount rate used to determine the 2017 projected benefit obligation for our U.S. qualified defined benefit pension plans and our ENPP was decreased by 25 basis points, our projected benefit obligation would have increased by approximately \$4.0 million at December 31, 2017, and our 2018 pension expense would increase by approximately \$0.4 million. If the discount rate used to determine the 2017 projected benefit obligation for our U.S. qualified defined benefit pension plans and our ENPP was increased by 25 basis points, our projected benefit obligation would have decreased by approximately \$3.8 million at December 31, 2017, and our 2018 pension expense would decrease by approximately \$0.3 million. If the discount rate used to determine the projected benefit obligation for our U.K. defined benefit pension plan was decreased by 25 basis points, our projected benefit obligation would have increased by approximately \$27.5 million at December 31, 2017, and our 2018 pension expense would increase by approximately \$0.2 million. If the discount rate used to determine the projected benefit obligation for our U.K. defined benefit pension plan was increased by 25 basis points, our projected benefit obligation would have decreased by approximately \$26.2 million at December 31, 2017, and our 2018 pension expense would decrease by approximately \$0.3 million. In addition, if the expected long-term rate of return on plan assets related to our U.K. defined benefit pension plan was increased or decreased by 25 basis points, our 2018 pension expense would decrease or increase by approximately \$1.6 million each, respectively. The impact to our U.S. defined benefit pension plans for a 25-basis-point change in our expected long-term rate of return would decrease or increase our 2018 pension expense by approximately \$0.1 million, respectively.

Unrecognized actuarial net losses related to our defined benefit pension plans and ENPP were \$360.1 million as of December 31, 2017 compared to \$384.7 million as of December 31, 2016. The decrease in unrecognized losses between years primarily resulted from higher than expected actual asset returns during 2017. The unrecognized actuarial losses will be impacted in future periods by actual asset returns, discount rate changes, currency exchange rate fluctuations, actual demographic experience and certain other factors. For some of our defined benefit pension plans, these losses, to the extent they exceed 10% of the greater of the plan's liabilities or the fair value of assets ("the gain/loss corridor"), will be amortized on a straight-line basis over the average remaining service period of active employees expected to receive benefits. For our U.S. salaried, U.S. hourly and U.K. defined benefit pension plans, the population covered is predominantly inactive participants, and losses related to those plans, to the extent they exceed the gain/loss corridor, will be amortized over the average remaining lives of those participants while covered by the respective plan. As of December 31, 2017, the average amortization period was 17 years for our U.S. defined benefit pension plans and 21 years for our U.K. defined benefit pension plan. For our ENPP, the population is predominantly active participants, and losses related to the plan will be amortized over the average future working lifetime of the active participants. As of December 31, 2017, the average amortization period was nine years for our ENPP. The estimated net actuarial loss for our defined benefit pension plans and ENPP expected to be amortized from our accumulated other comprehensive loss during the year ended December 31, 2018 is approximately \$12.2 million compared to approximately \$13.4 million during the year ended December 31, 2017.

As of December 31, 2017, our unfunded or underfunded obligations related to our defined benefit pension plans and ENPP were approximately \$224.9 million, primarily related to our defined benefit pension plans in the United Kingdom and the United States. In 2017, we contributed approximately \$30.3 million towards those obligations, and we expect to fund approximately \$32.9 million in 2018. Future funding is dependent upon compliance with local laws and regulations and changes to those laws and regulations in the future, as well as the generation of operating cash flows in the future. We currently have an agreement in place with the trustees of the U.K. defined benefit plan that obligates us to fund approximately £15.3 million per year (or approximately \$20.6 million) towards that obligation through September 2022. The funding arrangement is based upon the current underfunded status and could change in the future as discount rates, local laws and regulations, and other factors change.

See Note 8 of our Consolidated Financial Statements for more information regarding the investment strategy and concentration of risk.

### **Other Postretirement Benefits (Retiree Health Care and Life Insurance)**

We provide certain postretirement health care and life insurance benefits for certain employees, principally in the United States and Brazil. Participation in these plans generally has been limited to older employees and existing retirees. See Note 8 of our Consolidated Financial Statements for more information regarding costs and assumptions for other postretirement benefits.

*Nature of Estimates Required.* The measurement of our obligations, costs and liabilities associated with other postretirement benefits, such as retiree health care and life insurance, requires that we make use of estimates of the present value of the projected future payments to all participants, taking into consideration the likelihood of potential future events such as health care cost increases and demographic experience, which may have an effect on the amount and timing of future payments.

*Assumptions and Approach Used.* The assumptions used in developing the required estimates include the following key factors:

- Health care cost trends
- Discount rates
- Retirement rates
- Inflation
- Medical coverage elections
- Mortality rates

Our health care cost trend assumptions are developed based on historical cost data, the near-term outlook, efficiencies, and other cost-mitigating actions, including further employee cost sharing, administrative improvements and other efficiencies, as well as an assessment of likely long-term trends. For the years ended December 31, 2017, 2016 and 2015, we used a globally consistent methodology as previously discussed to set the discount rate in the countries where our largest benefit obligations exist. In the United States, we constructed a hypothetical bond portfolio of high-quality corporate bonds and then applied the cash flows of our benefit plans to those bond yields to derive a discount rate. In the United States, the bond portfolio is large enough to result in taking a “settlement approach” to derive the discount rate, in which high-quality corporate bonds are assumed to be purchased and the resulting coupon payments and maturities are used to satisfy our U.S. plan’s projected benefit payments. After the bond portfolio is selected, a single discount rate is determined such that the market value of the bonds purchased equals the discounted value of the plan’s benefit payments. For our Brazilian plan, we based the discount rate on government bond indices within that country. The indices used were chosen to match our expected plan obligations and related expected cash flows. Our inflation assumptions are based on an evaluation of external market indicators. Retirement and termination rates are based primarily on actual plan experience and actuarial standards of practice. The mortality rates for the U.S. plans were updated during 2017 to reflect the Society of Actuaries’ most recent findings on the topic of mortality. The effects of actual results differing from our assumptions are accumulated and amortized over future periods and, therefore, generally affect our recognized expense in such future periods.

Our U.S. postretirement health care and life insurance plans represent approximately 81% of our consolidated accumulated postretirement benefit obligation. If the discount rate used to determine the 2017 accumulated postretirement benefit obligation for our U.S. postretirement benefit plans was decreased by 25 basis points, our accumulated postretirement benefit obligation would have increased by approximately \$0.6 million at December 31, 2017, and our 2018 postretirement benefit expense would increase by a nominal amount. If the discount rate used to determine the 2017 accumulated postretirement benefit obligation for our U.S. postretirement benefit plans was increased by 25 basis points, our accumulated postretirement benefit obligation would have decreased by approximately \$0.6 million at December 31, 2017, and our 2018 postretirement benefit expense would decrease by a nominal amount.

Unrecognized actuarial losses related to our U.S. and Brazilian postretirement benefit plans were \$3.8 million as of December 31, 2017 compared to \$2.0 million as of December 31, 2016, of which \$3.4 million and \$2.5 million, respectively, related to our U.S. postretirement benefit plans. The unrecognized actuarial losses will be impacted in future periods by discount rate changes, actual demographic experience, actual health care inflation and certain other factors. These losses, to the extent they exceed the gain/loss corridor, will be amortized on a straight-line basis over the average remaining service period of active employees expected to receive benefits, or the average remaining lives of inactive participants, covered under the postretirement benefit plans. As of December 31, 2017, the average amortization period was 13 years for our U.S. postretirement benefit plans. The estimated net actuarial loss for postretirement health care benefits expected to be amortized from our accumulated other comprehensive loss during the year ended December 31, 2018 is \$0.1 million, compared to \$0.1 million during the year ended December 31, 2017.

As of December 31, 2017, we had approximately \$30.2 million in unfunded obligations related to our U.S. and Brazilian postretirement health and life insurance benefit plans. In 2017, we made benefit payments of approximately \$1.6 million towards these obligations, and we expect to make benefit payments of approximately \$1.6 million towards these obligations in 2018.

For measuring the expected U.S. postretirement benefit obligation at December 31, 2017, we assumed a 6.75% health care cost trend rate for 2018 decreasing to 5.0% by 2025. For measuring the expected U.S. postretirement benefit obligation at December 31, 2016, we assumed a 7.0% health care cost trend rate for 2017 decreasing to 5.0% by 2025. For measuring the Brazilian postretirement benefit plan obligation at December 31, 2017, we assumed an 11.0% health care cost trend rate for 2018, decreasing to 5.3% by 2029. For measuring the Brazilian postretirement benefit plan obligation at December 31, 2016, we assumed an 11.8% health care cost trend rate for 2017, decreasing to 6.1% by 2028. Changing the assumed health care cost trend rates by one percentage point each year and holding all other assumptions constant would have had the following effect to service and interest cost for 2017 and the accumulated postretirement benefit obligation at December 31, 2017 (in millions):

	<b>One Percentage Point Increase</b>	<b>One Percentage Point Decrease</b>
Effect on service and interest cost	\$ 0.2	\$ (0.1)
Effect on accumulated postretirement benefit obligation	\$ 3.9	\$ (3.2)

### ***Goodwill, Other Intangible Assets and Long-Lived Assets***

We test goodwill for impairment, at the reporting unit level, annually and when events or circumstances indicate that fair value of a reporting unit may be below its carrying value. A reporting unit is an operating segment or one level below an operating segment, for example, a component. We combine and aggregate two or more components of an operating segment as a single reporting unit if the components have similar economic characteristics. Our reportable segments are not our reporting units.

Goodwill is evaluated annually as of October 1 for impairment using a qualitative assessment or a quantitative two-step assessment. If we elect to perform a qualitative assessment and determine the fair value of our reporting units more likely than not exceeds their carrying value, no further evaluation is necessary. For reporting units where we perform a two-step quantitative assessment, the first step requires us to compare the fair value of each reporting unit to its respective carrying value, including goodwill. If the fair value of the reporting unit exceeds its carrying value, the goodwill is not considered impaired. If the carrying value is higher than the fair value of the reporting unit, the second step of the quantitative assessment is required to measure the amount of impairment, if any. The second step of the quantitative assessment results in a calculation of the implied fair value of the reporting unit's goodwill, which is determined as the excess of the fair value of a reporting unit over the fair values assigned to its assets and liabilities. If the implied fair value of goodwill is less than the carrying value of the reporting unit's goodwill, the difference is recognized as an impairment loss.

We utilize a combination of valuation techniques, including a discounted cash flow approach and a market multiple approach, when making quantitative goodwill assessments.

We review our long-lived assets, which include intangible assets subject to amortization, for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The evaluation for recoverability is performed at a level where independent cash flows may be attributed to either an asset or asset group. If we determine that the carrying amount of an asset or asset group is not recoverable based on the expected undiscounted future cash flows of the asset or asset group, an impairment loss is recorded equal to the excess of the carrying amounts over the estimated fair value of the long-lived assets. Estimates of future cash flows are based on many factors, including current operating results, expected market trends and competitive influences. We also evaluate the amortization periods assigned to our intangible assets to determine whether events or changes in circumstances warrant revised estimates of useful lives. Assets to be disposed of by sale are reported at the lower of the carrying amount or fair value, less estimated costs to sell.

We make various assumptions, including assumptions regarding future cash flows, market multiples, growth rates and discount rates, in our assessments of the impairment of goodwill, other indefinite-lived intangible assets and long-lived assets. The assumptions about future cash flows and growth rates are based on the current and long-term business plans of the reporting unit or related to the long-lived assets. Discount rate assumptions are based on an assessment of the risk inherent in the future cash flows of the reporting unit or long-lived assets. These assumptions require significant judgments on our part, and the conclusions that we reach could vary significantly based upon these judgments.

The results of our goodwill and long-lived assets impairment analyses conducted as of October 1, 2017, 2016 and 2015 indicated that no reduction in the carrying amount of goodwill and long-lived assets was required.

Our goodwill impairment analysis conducted as of October 1, 2017 indicated that the fair value in excess of the carrying value related to our GSI EME reporting unit was approximately 12%. The percentage of the fair value in excess of the carrying value increased slightly compared to our 2016 annual analysis, and more recent analyses during 2017. The operations of the GSI reporting unit include the manufacturing and distribution of grain storage and protein production equipment. The amount of goodwill allocated to GSI EME as of October 1, 2017 was approximately \$248.1 million.

Numerous facts and circumstances are considered when evaluating the carrying amount of our goodwill. The fair value of a reporting unit is impacted by the reporting unit's expected financial performance, which is dependent upon the agricultural industry and other factors that could adversely affect the agricultural industry, including but not limited to, declines in the general economy, increases in farm input costs, weather conditions, lower commodity prices and changes in the availability of credit. The estimated fair value of the individual reporting units is assessed for reasonableness by reviewing a variety of indicators evaluated over a reasonable period of time.

As of December 31, 2017, we had approximately \$1,541.4 million of goodwill. While our annual impairment testing in 2017 supported the carrying amount of this goodwill, we may be required to re-evaluate the carrying amount in future periods, thus utilizing different assumptions that reflect the then current market conditions and expectations, and, therefore, we could conclude that an impairment has occurred.

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

The Quantitative and Qualitative Disclosures about Market Risk information required by this Item set forth under the captions "Management's Discussion and Analysis of Financial Condition and Results of Operations - Foreign Currency Risk Management" and "Interest Rate Risk" under Item 7 of this Form 10-K are incorporated herein by reference.



**Item 8. Financial Statements and Supplementary Data**

The following Consolidated Financial Statements of AGCO and its subsidiaries for each of the years in the three-year period ended December 31, 2017 are included in this Item:

	<b>Page</b>
<a href="#">Report of Independent Registered Public Accounting Firm</a>	<a href="#">40</a>
<a href="#">Consolidated Statements of Operations for the years ended December 31, 2017, 2016 and 2015</a>	<a href="#">41</a>
<a href="#">Consolidated Statements of Comprehensive Income (Loss) for the years ended December 31, 2017, 2016 and 2015</a>	<a href="#">42</a>
<a href="#">Consolidated Balance Sheets as of December 31, 2017 and 2016</a>	<a href="#">43</a>
<a href="#">Consolidated Statements of Stockholders' Equity for the years ended December 31, 2017, 2016 and 2015</a>	<a href="#">44</a>
<a href="#">Consolidated Statements of Cash Flows for the years ended December 31, 2017, 2016 and 2015</a>	<a href="#">45</a>
<a href="#">Notes to Consolidated Financial Statements</a>	<a href="#">46</a>

The information under the heading "Quarterly Results" of Item 7 of this Form 10-K is incorporated herein by reference.

## Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders  
AGCO Corporation:

### *Opinion on the Consolidated Financial Statements*

We have audited the accompanying consolidated balance sheets of AGCO Corporation and subsidiaries (the “Company”) as of December 31, 2017 and 2016, the related consolidated statements of operations, comprehensive income (loss), stockholders’ equity, and cash flows for each of the years in the three-year period ended December 31, 2017, and the related notes and financial statement schedule (collectively, the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2017 and 2016, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2017, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (“PCAOB”), the Company’s internal control over financial reporting as of December 31, 2017, based on criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated February 28, 2018 expressed an unqualified opinion on the effectiveness of the Company’s internal control over financial reporting.

### *Basis for Opinion*

These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ KPMG LLP

We have served as the Company’s auditor since 2002.

Atlanta, Georgia  
February 28, 2018

**AGCO CORPORATION**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(In millions, except per share data)

	Years Ended December 31,		
	2017	2016	2015
Net sales	\$ 8,306.5	\$ 7,410.5	\$ 7,467.3
Cost of goods sold	6,541.2	5,895.0	5,906.7
Gross profit	1,765.3	1,515.5	1,560.6
Selling, general and administrative expenses	970.7	867.9	852.3
Engineering expenses	323.1	296.1	282.2
Restructuring expenses	11.2	11.9	22.3
Amortization of intangibles	57.0	51.2	42.7
Income from operations	403.3	288.4	361.1
Interest expense, net	45.1	52.1	45.4
Other expense, net	74.4	31.4	36.3
Income before income taxes and equity in net earnings of affiliates	283.8	204.9	279.4
Income tax provision	133.6	92.2	72.5
Income before equity in net earnings of affiliates	150.2	112.7	206.9
Equity in net earnings of affiliates	39.1	47.5	57.1
Net income	189.3	160.2	264.0
Net (income) loss attributable to noncontrolling interests	(2.9)	(0.1)	2.4
Net income attributable to AGCO Corporation and subsidiaries	\$ 186.4	\$ 160.1	\$ 266.4
Net income per common share attributable to AGCO Corporation and subsidiaries:			
Basic	\$ 2.34	\$ 1.97	\$ 3.06
Diluted	\$ 2.32	\$ 1.96	\$ 3.06
Cash dividends declared and paid per common share	\$ 0.56	\$ 0.52	\$ 0.48
Weighted average number of common and common equivalent shares outstanding:			
Basic	79.5	81.4	87.0
Diluted	80.2	81.7	87.1

See accompanying notes to Consolidated Financial Statements.

## AGCO CORPORATION

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**  
(In millions)

	Years Ended December 31,		
	2017	2016	2015
Net income	\$ 189.3	\$ 160.2	\$ 264.0
Other comprehensive income (loss), net of reclassification adjustments:			
Defined benefit pension plans, net of taxes:			
Prior service cost arising during the year	—	(2.6)	(4.7)
Net loss recognized due to settlement	0.2	0.4	0.2
Net gain recognized due to curtailment	—	(0.1)	—
Net actuarial gain (loss) arising during the year	6.6	(62.9)	2.1
Amortization of prior service cost included in net periodic pension cost	1.3	1.1	0.4
Amortization of net actuarial losses included in net periodic pension cost	11.3	8.6	6.3
Derivative adjustments:			
Net changes in fair value of derivatives	2.0	(7.7)	(4.6)
Net losses reclassified from accumulated other comprehensive loss into income	2.0	1.0	2.7
Foreign currency translation adjustments	57.8	82.4	(558.2)
Other comprehensive income (loss), net of reclassification adjustments	81.2	20.2	(555.8)
Comprehensive income (loss)	270.5	180.4	(291.8)
Comprehensive (income) loss attributable to noncontrolling interests	(4.1)	(1.7)	4.5
Comprehensive income (loss) attributable to AGCO Corporation and subsidiaries	\$ 266.4	\$ 178.7	\$ (287.3)

See accompanying notes to Consolidated Financial Statements.

**AGCO CORPORATION**  
**CONSOLIDATED BALANCE SHEETS**  
(In millions, except share amounts)

	December 31, 2017	December 31, 2016
<b>ASSETS</b>		
Current Assets:		
Cash and cash equivalents	\$ 367.7	\$ 429.7
Accounts and notes receivable, net	1,019.4	890.4
Inventories, net	1,872.9	1,514.8
Other current assets	367.7	330.8
Total current assets	3,627.7	3,165.7
Property, plant and equipment, net	1,485.3	1,361.3
Investment in affiliates	409.0	414.9
Deferred tax assets	112.2	99.7
Other assets	147.1	143.1
Intangible assets, net	649.0	607.3
Goodwill	1,541.4	1,376.4
Total assets	\$ 7,971.7	\$ 7,168.4
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current Liabilities:		
Current portion of long-term debt	\$ 95.4	\$ 85.4
Accounts payable	917.5	722.6
Accrued expenses	1,407.9	1,160.8
Other current liabilities	229.8	176.1
Total current liabilities	2,650.6	2,144.9
Long-term debt, less current portion and debt issuance costs	1,618.1	1,610.0
Pensions and postretirement health care benefits	247.3	270.0
Deferred tax liabilities	130.5	112.4
Other noncurrent liabilities	229.9	193.9
Total liabilities	4,876.4	4,331.2
Commitments and contingencies (Note 12)		
Stockholders' Equity:		
AGCO Corporation stockholders' equity:		
Preferred stock; \$0.01 par value, 1,000,000 shares authorized, no shares issued or outstanding in 2017 and 2016	—	—
Common stock; \$0.01 par value, 150,000,000 shares authorized, 79,553,825 and 79,465,393 shares issued and outstanding at December 31, 2017 and 2016, respectively	0.8	0.8
Additional paid-in capital	136.6	103.3
Retained earnings	4,253.8	4,113.6
Accumulated other comprehensive loss	(1,361.6)	(1,441.6)
Total AGCO Corporation stockholders' equity	3,029.6	2,776.1
Noncontrolling interests	65.7	61.1
Total stockholders' equity	3,095.3	2,837.2
Total liabilities and stockholders' equity	\$ 7,971.7	\$ 7,168.4

See accompanying notes to Consolidated Financial Statements.

**AGCO CORPORATION**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
(In millions, except share amounts)

	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss			Noncontrolling Interests	Total Stockholders' Equity	
	Shares	Amount			Defined Benefit Pension Plans	Cumulative Translation Adjustment	Deferred (Losses) Gains on Derivatives			Accumulated Other Comprehensive Loss
Balance, December 31, 2014	89,146,093	0.9	582.5	3,771.6	(253.3)	(653.1)	(0.1)	(906.5)	48.4	3,496.9
Net income (loss)	—	—	—	266.4	—	—	—	—	(2.4)	264.0
Payment of dividends to shareholders	—	—	—	(42.0)	—	—	—	—	—	(42.0)
Issuance of restricted stock	15,711	—	0.8	—	—	—	—	—	—	0.8
Issuance of stock awards	172,759	—	(5.6)	—	—	—	—	—	—	(5.6)
SSARs exercised	22,176	—	(0.7)	—	—	—	—	—	—	(0.7)
Stock compensation	—	—	11.4	—	—	—	—	—	—	11.4
Excess tax benefit of stock awards	—	—	0.7	—	—	—	—	—	—	0.7
Changes in noncontrolling interest	—	—	—	—	—	—	—	—	1.1	1.1
Purchases and retirement of common stock	(5,541,930)	(0.1)	(287.4)	—	—	—	—	—	—	(287.5)
Defined benefit pension plans, net of taxes:										
Prior service cost arising during year	—	—	—	—	(4.7)	—	—	(4.7)	—	(4.7)
Net loss recognized due to settlement	—	—	—	—	0.2	—	—	0.2	—	0.2
Net actuarial gain arising during year	—	—	—	—	2.1	—	—	2.1	—	2.1
Amortization of prior service cost included in net periodic pension cost	—	—	—	—	0.4	—	—	0.4	—	0.4
Amortization of net actuarial losses included in net periodic pension cost	—	—	—	—	6.3	—	—	6.3	—	6.3
Deferred gains and losses on derivatives, net	—	—	—	—	—	—	(1.9)	(1.9)	—	(1.9)
Change in cumulative translation adjustment	—	—	—	—	—	(556.1)	—	(556.1)	(2.1)	(558.2)
Balance, December 31, 2015	83,814,809	0.8	301.7	3,996.0	(249.0)	(1,209.2)	(2.0)	(1,460.2)	45.0	2,883.3
Net income	—	—	—	160.1	—	—	—	—	0.1	160.2
Payment of dividends to shareholders	—	—	—	(42.5)	—	—	—	—	—	(42.5)
Issuance of restricted stock	15,395	—	0.8	—	—	—	—	—	—	0.8
Issuance of stock awards	27,333	—	(0.9)	—	—	—	—	—	—	(0.9)
SSARs exercised	21,106	—	(0.9)	—	—	—	—	—	—	(0.9)
Stock compensation	—	—	17.3	—	—	—	—	—	—	17.3
Investment by noncontrolling interests	—	—	—	—	—	—	—	—	12.2	12.2
Changes in noncontrolling interest	—	—	(2.2)	—	—	—	—	—	2.2	—
Purchases and retirement of common stock	(4,413,250)	—	(212.5)	—	—	—	—	—	—	(212.5)
Defined benefit pension plans, net of taxes:										
Prior service cost arising during year	—	—	—	—	(2.6)	—	—	(2.6)	—	(2.6)
Net loss recognized due to settlement	—	—	—	—	0.4	—	—	0.4	—	0.4
Net gain recognized due to curtailment	—	—	—	—	(0.1)	—	—	(0.1)	—	(0.1)
Net actuarial loss arising during year	—	—	—	—	(62.9)	—	—	(62.9)	—	(62.9)
Amortization of prior service cost included in net periodic pension cost	—	—	—	—	1.1	—	—	1.1	—	1.1
Amortization of net actuarial losses included in net periodic pension cost	—	—	—	—	8.6	—	—	8.6	—	8.6
Deferred gains and losses on derivatives, net	—	—	—	—	—	—	(6.7)	(6.7)	—	(6.7)
Change in cumulative translation adjustment	—	—	—	—	—	80.8	—	80.8	1.6	82.4
Balance, December 31, 2016	79,465,393	0.8	103.3	4,113.6	(304.5)	(1,128.4)	(8.7)	(1,441.6)	61.1	2,837.2
Net income	—	—	—	186.4	—	—	—	—	2.9	189.3
Payment of dividends to shareholders	—	—	—	(44.5)	—	—	—	—	—	(44.5)
Issuance of restricted stock	12,066	—	0.8	—	—	—	—	—	—	0.8
Issuance of stock awards	54,309	—	(2.2)	—	—	—	—	—	—	(2.2)
SSARs exercised	92,521	—	(4.4)	—	—	—	—	—	—	(4.4)
Stock compensation	—	—	39.1	—	—	—	—	—	—	39.1
Investment by noncontrolling interests	—	—	—	—	—	—	—	—	0.5	0.5
Purchases and retirement of common stock	(70,464)	—	—	—	—	—	—	—	—	—
Adjustment related to the adoption of ASU 2016-09	—	—	—	(1.7)	—	—	—	—	—	(1.7)
Defined benefit pension plans, net of taxes:										
Net loss recognized due to settlement	—	—	—	—	0.2	—	—	0.2	—	0.2
Net actuarial gain arising during year	—	—	—	—	6.6	—	—	6.6	—	6.6
Amortization of prior service cost included in net periodic pension cost	—	—	—	—	1.3	—	—	1.3	—	1.3

Amortization of net actuarial losses included in net periodic pension cost	—	—	—	—	11.3	—	—	11.3	—	11.3
Deferred gains and losses on derivatives, net	—	—	—	—	—	—	4.0	4.0	—	4.0
Change in cumulative translation adjustment	—	—	—	—	—	56.6	—	56.6	1.2	57.8
Balance, December 31, 2017	<u>79,553,825</u>	<u>\$ 0.8</u>	<u>\$ 136.6</u>	<u>\$ 4,253.8</u>	<u>\$ (285.1)</u>	<u>\$ (1,071.8)</u>	<u>\$ (4.7)</u>	<u>\$ (1,361.6)</u>	<u>\$ 65.7</u>	<u>\$ 3,095.3</u>

See accompanying notes to Consolidated Financial Statements.

**AGCO CORPORATION**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In millions)

	Years Ended December 31,		
	2017	2016	2015
<b>Cash flows from operating activities:</b>			
Net income	\$ 189.3	\$ 160.2	\$ 264.0
<b>Adjustments to reconcile net income to net cash provided by operating activities:</b>			
Depreciation	222.8	223.4	217.4
Deferred debt issuance cost amortization	0.7	1.0	2.0
Amortization of intangibles	57.0	51.2	42.7
Stock compensation expense	38.2	18.1	12.2
Proceeds from termination of hedging instrument	—	7.3	—
Equity in net earnings of affiliates, net of cash received	41.2	(1.4)	(19.0)
Deferred income tax (benefit) provision	(14.1)	2.1	(26.8)
Other	2.3	1.3	(0.1)
<b>Changes in operating assets and liabilities, net of effects from purchase of businesses:</b>			
Accounts and notes receivable, net	(34.7)	(4.5)	3.8
Inventories, net	(196.0)	(33.1)	117.6
Other current and noncurrent assets	(36.6)	(98.7)	(49.3)
Accounts payable	123.5	62.8	37.3
Accrued expenses	149.0	47.0	(34.8)
Other current and noncurrent liabilities	35.0	(67.2)	(42.8)
Total adjustments	388.3	209.3	260.2
Net cash provided by operating activities	577.6	369.5	524.2
<b>Cash flows from investing activities:</b>			
Purchases of property, plant and equipment	(203.9)	(201.0)	(211.4)
Proceeds from sale of property, plant and equipment	4.1	2.4	1.5
Purchase of businesses, net of cash acquired	(293.1)	(383.8)	(25.4)
Investment in consolidated affiliates, net of cash acquired	—	(11.8)	—
Investments in unconsolidated affiliates	(0.8)	(4.5)	(3.8)
Restricted cash and other	—	0.4	(1.7)
Net cash used in investing activities	(493.7)	(598.3)	(240.8)
<b>Cash flows from financing activities:</b>			
Proceeds from debt obligations	3,513.9	3,117.9	1,951.9
Repayments of debt obligations	(3,639.7)	(2,622.4)	(1,769.5)
Purchases and retirement of common stock	—	(212.5)	(287.5)
Payment of dividends to stockholders	(44.5)	(42.5)	(42.0)
Payment of minimum tax withholdings on stock compensation	(6.9)	(2.0)	(6.3)
Payment of debt issuance costs	—	(2.5)	(0.7)
Excess tax benefit related to stock compensation	—	—	0.7
Investments by noncontrolling interests	0.5	0.4	—
Net cash (used in) provided by financing activities	(176.7)	236.4	(153.4)
Effects of exchange rate changes on cash and cash equivalents	30.8	(4.6)	(67.0)
(Decrease) increase in cash and cash equivalents	(62.0)	3.0	63.0
Cash and cash equivalents, beginning of year	429.7	426.7	363.7
Cash and cash equivalents, end of year	\$ 367.7	\$ 429.7	\$ 426.7

See accompanying notes to Consolidated Financial Statements.



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**1. Operations and Summary of Significant Accounting Policies*****Business***

AGCO Corporation and subsidiaries (“AGCO” or the “Company”) is a leading manufacturer and distributor of agricultural equipment and related replacement parts throughout the world. The Company sells a full range of agricultural equipment, including tractors, combines, hay tools, sprayers, forage equipment, seeding and tillage equipment, implements, and grain storage and protein production systems. The Company’s products are widely recognized in the agricultural equipment industry and are marketed under a number of well-known brand names including: Challenger®, Fendt®, GSI®, Massey Ferguson® and Valtra®. The Company distributes most of its products through a combination of approximately 4,200 independent dealers and distributors as well as the Company utilizes associates and licensees to provide a distribution channel for its products. In addition, the Company provides retail financing through its finance joint ventures with Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A., or “Rabobank.”

***Basis of Presentation and Consolidation***

The Company’s Consolidated Financial Statements represent the consolidation of all wholly-owned companies, majority-owned companies and joint ventures in which the Company has been determined to be the primary beneficiary. The Company consolidates a variable interest entity (“VIE”) if the Company determines it is the primary beneficiary. The primary beneficiary of a VIE is the party that has both the power to direct the activities that most significantly impact the entity’s economic performance and the obligation to absorb losses or the right to receive benefits that potentially could be significant to the VIE. The Company also consolidates all entities that are not considered VIEs if it is determined that the Company has a controlling voting interest to direct the activities that most significantly impact the joint venture or entity. The Company records investments in all other affiliate companies using the equity method of accounting when it has significant influence. Other investments, including those representing an ownership interest of less than 20%, are recorded at cost. All significant intercompany balances and transactions have been eliminated in the Consolidated Financial Statements. Certain prior period amounts have been reclassified to conform to the current period presentation.

***Use of Estimates***

The preparation of financial statements in conformity with U.S. generally accepted accounting principles (“GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The estimates made by management primarily relate to accounts and notes receivable, inventories, deferred income tax valuation allowances, uncertain tax positions, goodwill and other identifiable intangible assets, and certain accrued liabilities, principally relating to reserves for volume discounts and sales incentives, warranty obligations, product liability and workers’ compensation obligations, and pensions and postretirement benefits.

***Revenue Recognition***

Sales of equipment and replacement parts are recorded by the Company when title and risks of ownership have been transferred to an independent dealer, distributor or other customer. In certain countries, sales of certain grain storage and protein production systems in which the Company is responsible for construction or installation and which may be contingent upon customer acceptance, are recorded on an over-time basis, using a percentage of completion method. Payment terms vary by market and product, with fixed payment schedules on all sales. The terms of sale generally require that a purchase order or order confirmation accompany all shipments. Title generally passes to the dealer or distributor upon shipment or specified delivery, and the risk of loss upon damage, theft or destruction of the equipment is the responsibility of the dealer, distributor or third-party carrier at the point of the stated shipping or delivery term. In certain foreign countries, the Company retains a form of title to goods delivered to dealers until the dealer makes payment so that the Company can recover the goods in the event of customer default on payment. This occurs as the laws of some foreign countries do not provide for a seller’s retention of a security interest in goods in the same manner as established in the United States Uniform Commercial Code. The only right the Company retains with respect to the title is that enabling recovery of the goods in the event of customer default on payment. The dealer or distributor may not return equipment or replacement parts while its contract with the Company is in force. Replacement parts may be returned only under promotional and annual return programs. Provisions for returns under these programs are made at the time of sale based on the terms of the program and historical returns experience. The Company may

## AGCO CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

provide certain sales incentives to dealers and distributors. Provisions for sales incentives are made at the time of sale for existing incentive programs. These provisions are revised in the event of subsequent modification to the incentive program. See "Accounts and Notes Receivable" for further discussion.

In the United States and Canada, amounts due from sales to dealers are immediately due upon a retail sale of the underlying equipment by the dealer with the exception of sales of grain storage and protein production systems as discussed further below. If not previously paid by the dealer in the United States and Canada, installment payments are required generally beginning after the interest-free period with the remaining outstanding equipment balance generally due within 12 months after shipment or delivery. Some specified programs in the United States and Canada may allow for interest-free periods and due dates of up to 24 months for certain products. Interest generally is charged on the outstanding balance six to 12 months after shipment or delivery. Sales terms of some highly seasonal products provide for payment and due dates based on a specified date during the year regardless of the shipment date. Equipment sold to dealers in the United States and Canada is paid in full on average within 12 months of shipment. Sales of replacement parts generally are payable within 30 days of shipment, with terms for some larger, seasonal stock orders generally requiring payment within six months of shipment.

In other international markets, equipment sales generally are payable in full within 30 to 180 days of shipment or delivery. Payment terms for some highly seasonal products have a specified due date during the year regardless of the shipment or delivery date. Sales of replacement parts generally are payable within 30 to 90 days of shipment, with terms for some larger, seasonal stock orders generally payable within six months of shipment.

In certain markets, there is a time lag, which varies based on the timing and level of retail demand, between the date the Company records a sale and when the dealer sells the equipment to a retail customer.

Sales of grain storage and protein production systems generally are payable within 30 days of shipment. In certain countries, sales of such systems in which the Company is responsible for construction or installation and which may be contingent upon customer acceptance, payment terms vary by market and product, with fixed payment schedules on all sales.

***Foreign Currency Translation***

The financial statements of the Company's foreign subsidiaries are translated into United States currency in accordance with Accounting Standards Codification ("ASC") 830, "Foreign Currency Matters." Assets and liabilities are translated to United States dollars at period-end exchange rates. Income and expense items are translated at average rates of exchange prevailing during the period. Translation adjustments are included in "Accumulated other comprehensive loss" in stockholders' equity within the Company's Consolidated Balance Sheets. Gains and losses, which result from foreign currency transactions, are included in the accompanying Consolidated Statements of Operations.

***Cash and Cash Equivalents***

Cash at December 31, 2017 and 2016 of \$317.0 million and \$386.2 million, respectively, consisted primarily of cash on hand and bank deposits. The Company considers all investments with an original maturity of three months or less to be cash equivalents. Cash equivalents at December 31, 2017 and 2016 of \$50.7 million and \$43.5 million, respectively, consisted primarily of money market deposits, certificates of deposits and overnight investments.

***Accounts and Notes Receivable***

Accounts and notes receivable arise from the sale of equipment and replacement parts to independent dealers, distributors or other customers. Payments due under the Company's terms of sale generally range from one to 12 months and are not contingent upon the sale of the equipment by the dealer or distributor to a retail customer. Under normal circumstances, payment terms are not extended and equipment may not be returned. In certain regions, with respect to most equipment sales, including the United States and Canada, the Company is obligated to repurchase equipment and replacement parts upon cancellation of a dealer or distributor contract. These obligations are required by national, state or provincial laws and require the Company to repurchase a dealer or distributor's unsold inventory, including inventories for which the receivable already has been paid.

The Company offers various sales terms with respect to its products. For sales in most markets outside of the United States and Canada, the Company generally does not charge interest on outstanding receivables with its dealers and distributors. For sales to certain dealers or distributors in the United States and Canada, interest is charged at or above prime lending rates

## AGCO CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

on outstanding receivable balances after interest-free periods. These interest-free periods vary by product and generally range from one to 12 months as previously discussed. In limited circumstances, the Company provides sales terms, and in some cases, interest-free periods that are longer than 12 months for certain products. These are typically specified programs, predominantly in the United States and Canada, in which interest is charged after a period of up to 24 months depending on the year of the sale and the dealer or distributor's ordering or sales volume during the preceding year. Actual interest-free periods are shorter than described above because the equipment receivable from dealers or distributors in some countries, such as in the United States and Canada, is generally due immediately upon sale of the equipment to a retail customer. Receivables can also be paid prior to terms specified in sales agreements. Under normal circumstances, interest is not forgiven and interest-free periods are not extended.

The following summarizes by geographic region, as a percentage of our consolidated net sales, amounts with maximum interest-free periods as presented below (in millions):

<u>Year Ended December 31, 2017</u>	<u>North America</u>	<u>South America</u>	<u>Europe/ Middle East</u>	<u>Asia/Pacific/Africa</u>	<u>Consolidated</u>	
0 to 6 months	\$ 1,399.6	\$ 1,063.5	\$ 4,603.9	\$ 752.0	\$ 7,819.0	94.1%
7 to 12 months	467.7	—	10.4	—	478.1	5.8%
13 to 24 months	9.4	—	—	—	9.4	0.1%
	<u>\$ 1,876.7</u>	<u>\$ 1,063.5</u>	<u>\$ 4,614.3</u>	<u>\$ 752.0</u>	<u>\$ 8,306.5</u>	<u>100.0%</u>

The Company has an agreement to permit transferring, on an ongoing basis, a majority of its wholesale interest-bearing and non-interest bearing accounts receivable in North America, Europe and Brazil to its U.S., Canadian, European and Brazilian finance joint ventures. Qualified dealers may obtain additional financing through the Company's U.S., Canadian, European and Brazilian finance joint ventures at the joint ventures' discretion.

The Company provides various volume bonus and sales incentive programs with respect to its products. These sales incentive programs include reductions in invoice prices, reductions in retail financing rates, dealer commissions and dealer incentive allowances. In most cases, incentive programs are established and communicated to the Company's dealers on a quarterly basis. The incentives are paid either at the time of the cash settlement of the receivable (which is generally at the time of retail sale), at the time of retail financing, at the time of warranty registration, or at a subsequent time based on dealer purchase volumes. The incentive programs are product-line specific and generally do not vary by dealer. The cost of sales incentives associated with dealer commissions and dealer incentive allowances is estimated based upon the terms of the programs and historical experience, is often based on a percentage of the sales price and is recorded at the later of (a) the date at which the related revenue is recognized, or (b) the date at which the sales incentive is offered. The related provisions and accruals are made on a product or product-line basis and are monitored for adequacy and revised at least quarterly in the event of subsequent modifications to the programs. Volume discounts are estimated and recognized based on historical experience, and related reserves are monitored and adjusted based on actual dealer purchase volumes and the dealer's progress towards achieving specified cumulative target levels. The Company records the cost of interest subsidy payments, which is a reduction in the retail financing rates, at the later of (a) the date at which the related revenue is recognized, or (b) the date at which the sales incentive is offered. Estimates of these incentives are based on the terms of the programs and historical experience. All incentive programs are recorded and presented as a reduction of revenue, due to the fact that the Company does not receive an identifiable benefit in exchange for the consideration provided. In the United States and Canada, reserves for incentive programs related to accounts receivable not sold to Company's U.S. and Canadian finance joint ventures are recorded as "accounts receivable allowances" within the Company's Consolidated Balance Sheets due to the fact that the incentives are paid through a reduction of future cash settlement of the receivable. Globally, reserves for incentive programs that will be paid in cash or credit memos, as is the case with most of the Company's volume discount programs, as well as sales with incentives associated with accounts receivable sold to its finance joint ventures, are recorded within "Accrued expenses" within the Company's Consolidated Balance Sheets.

## AGCO CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

Accounts and notes receivable are shown net of allowances for sales incentive discounts available to dealers and for doubtful accounts. Cash flows related to the collection of receivables are reported within “Cash flows from operating activities” within the Company’s Consolidated Statements of Cash Flows. Accounts and notes receivable allowances at December 31, 2017 and 2016 were as follows (in millions):

	2017	2016
Sales incentive discounts	\$ 33.1	\$ 34.5
Doubtful accounts	37.5	33.7
	<u>\$ 70.6</u>	<u>\$ 68.2</u>

In the United States and Canada, sales incentives can be paid through future cash settlements of receivables and through credit memos to Company’s dealers or through reductions in retail financing rates paid to the Company’s finance joint ventures. Outside of the United States and Canada, sales incentives can be paid through cash or credit memos to the Company’s dealers or through reductions in retail financing rates paid to the Company’s finance joint ventures. The Company transfers certain accounts receivable under its accounts receivable sales agreements with its finance joint ventures (Note 4). The Company records such transfers as sales of accounts receivable when it is considered to have surrendered control of such receivables under the provisions of Accounting Standards Update (“ASU”) 2009-16, “Transfers and Servicing (Topic 860): Accounting for Transfers of Financial Assets.” Cash payments made to the Company’s finance joint ventures for sales incentive discounts provided to dealers related to outstanding accounts receivables sold are recorded within “Accrued expenses”.

**Inventories**

Inventories are valued at the lower of cost or market using the first-in, first-out method. Market is current replacement cost (by purchase or by reproduction, dependent on the type of inventory). In cases where market exceeds net realizable value (i.e., estimated selling price less reasonably predictable costs of completion and disposal), inventories are stated at net realizable value. Market is not considered to be less than net realizable value reduced by an allowance for an approximately normal profit margin. At December 31, 2017 and 2016, the Company had recorded \$165.7 million and \$137.2 million, respectively, as an adjustment for surplus and obsolete inventories. These adjustments are reflected within “Inventories, net” within the Company’s Consolidated Balance Sheets.

Inventories, net at December 31, 2017 and 2016 were as follows (in millions):

	2017	2016
Finished goods	\$ 684.1	\$ 589.3
Repair and replacement parts	605.9	532.5
Work in process	178.7	113.8
Raw materials	404.2	279.2
Inventories, net	<u>\$ 1,872.9</u>	<u>\$ 1,514.8</u>

Cash flows related to the sale of inventories are reported within “Cash flows from operating activities” within the Company’s Consolidated Statements of Cash Flows.

## AGCO CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

**Property, Plant and Equipment**

Property, plant and equipment are recorded at cost, less accumulated depreciation and amortization. Depreciation is provided on a straight-line basis over the estimated useful lives of ten to 40 years for buildings and improvements, three to 15 years for machinery and equipment and three to ten years for furniture and fixtures. Expenditures for maintenance and repairs are charged to expense as incurred.

Property, plant and equipment, net at December 31, 2017 and 2016 consisted of the following (in millions):

	2017	2016
Land	\$ 130.6	\$ 112.1
Buildings and improvements	792.0	681.8
Machinery and equipment	2,391.6	2,116.1
Furniture and fixtures	147.6	126.4
Gross property, plant and equipment	3,461.8	3,036.4
Accumulated depreciation and amortization	(1,976.5)	(1,675.1)
Property, plant and equipment, net	<u>\$ 1,485.3</u>	<u>\$ 1,361.3</u>

**Goodwill, Other Intangible Assets and Long-Lived Assets**

The Company tests goodwill for impairment, at the reporting unit level, annually and when events or circumstances indicate that fair value of a reporting unit may be below its carrying value. A reporting unit is an operating segment or one level below an operating segment, for example, a component. The Company combines and aggregates two or more components of an operating segment as a single reporting unit if the components have similar economic characteristics. The Company's reportable segments are not its reporting units.

Goodwill is evaluated annually as of October 1 for impairment using a qualitative assessment or a quantitative two-step assessment. If the Company elects to perform a qualitative assessment and determines the fair value of its reporting units more likely than not exceed their carrying value, no further evaluation is necessary. For reporting units where the Company performs a two-step quantitative assessment, the first step requires the Company to compare the fair value of each reporting unit, which is determined based on a combination of a discounted cash flow valuation approach and a market multiple valuation approach, to its respective carrying value, including goodwill. If the fair value of the reporting unit exceeds its carrying value, the goodwill is not considered impaired. If the carrying value is higher than the fair value of the reporting unit, the second step of the quantitative process is required to measure the amount of impairment, if any. The second step of the quantitative assessment results in a calculation of the implied fair value of the reporting unit's goodwill, which is determined as the excess of the fair value of a reporting unit over the fair values assigned to its assets and liabilities. If the implied fair value of goodwill is less than the carrying value of the reporting unit's goodwill, the difference is recognized as an impairment loss.

The Company reviews its long-lived assets, which include intangible assets subject to amortization, for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The evaluation for recoverability is performed at a level where independent cash flows may be attributed to either an asset or asset group. If the Company determines that the carrying amount of an asset or asset group is not recoverable based on the expected undiscounted future cash flows of the asset or asset group, an impairment loss is recorded equal to the excess of the carrying amounts over the estimated fair value of the long-lived assets. Estimates of future cash flows are based on many factors, including current operating results, expected market trends and competitive influences. The Company also evaluates the amortization periods assigned to its intangible assets to determine whether events or changes in circumstances warrant revised estimates of useful lives. Assets to be disposed of by sale are reported at the lower of the carrying amount or fair value, less estimated costs to sell.

The results of the Company's goodwill and long-lived assets impairment analyses conducted as of October 1, 2017, 2016 and 2015 indicated that no reduction in the carrying amount of the Company's goodwill and long-lived assets was required.

## AGCO CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

The Company's accumulated goodwill impairment is approximately \$180.5 million related to impairment charges the Company recorded during 2012 and 2006 pertaining to its Chinese harvesting reporting unit and former sprayer reporting unit, respectively. The Chinese harvesting business operates within the Asia/Pacific/Africa geographical reportable segment and the former sprayer reporting unit operates within the North American geographical reportable segment.

Changes in the carrying amount of goodwill during the years ended December 31, 2017, 2016 and 2015 are summarized as follows (in millions):

	North America	South America	Europe/ Middle East	Asia/Pacific/Africa	Consolidated
Balance as of December 31, 2014	\$ 513.6	\$ 169.7	\$ 445.4	\$ 64.1	\$ 1,192.8
Acquisition	5.1	—	4.4	12.7	22.2
Foreign currency translation	—	(55.3)	(38.6)	(6.6)	(100.5)
Balance as of December 31, 2015	518.7	114.4	411.2	70.2	1,114.5
Acquisitions	25.2	—	196.4	47.6	269.2
Foreign currency translation	—	24.4	(25.7)	(6.0)	(7.3)
Balance as of December 31, 2016	543.9	138.8	581.9	111.8	1,376.4
Acquisitions	67.2	—	17.4	—	84.6
Foreign currency translation	—	(2.4)	71.7	11.1	80.4
Balance as of December 31, 2017	\$ 611.1	\$ 136.4	\$ 671.0	\$ 122.9	\$ 1,541.4

The Company amortizes certain acquired identifiable intangible assets primarily on a straight-line basis over their estimated useful lives, which range from three to 50 years. The acquired intangible assets have a weighted average useful life as follows:

<b>Intangible Asset</b>	<b>Weighted-Average Useful Life</b>
Patents and technology	12 years
Customer relationships	13 years
Trademarks and trade names	19 years
Land use rights	45 years

For the years ended December 31, 2017, 2016 and 2015, acquired intangible asset amortization was \$57.0 million, \$51.2 million and \$42.7 million, respectively. The Company estimates amortization of existing intangible assets will be \$62.8 million in 2018 and 2019, \$62.4 million in 2020, \$59.8 million in 2021, and \$59.1 million in 2022.

The Company has previously determined that two of its trademarks have an indefinite useful life. The Massey Ferguson trademark has been in existence since 1952 and was formed from the merger of Massey-Harris (established in the 1890's) and Ferguson (established in the 1930's). The Massey Ferguson brand is currently sold in approximately 120 countries worldwide, making it one of the most widely sold tractor brands in the world. The Company also has identified the Valtra trademark as an indefinite-lived asset. The Valtra trademark has been in existence since the late 1990's, but is a derivative of the Valmet trademark which has been in existence since 1951. The Valmet name transitioned to the Valtra name over a period of time in the marketplace. The Valtra brand is currently sold in over 80 countries around the world. Both the Massey Ferguson brand and the Valtra brand are primary product lines of the Company's business, and the Company plans to use these trademarks for an indefinite period of time. The Company plans to continue to make investments in product development to enhance the value of these brands into the future. There are no legal, regulatory, contractual, competitive, economic or other factors that the Company is aware of or that the Company believes would limit the useful lives of the trademarks. The Massey Ferguson and Valtra trademark registrations can be renewed at a nominal cost in the countries in which the Company operates.

## AGCO CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

Changes in the carrying amount of acquired intangible assets during 2017 and 2016 are summarized as follows (in millions):

	Trademarks and Trade Names	Customer Relationships	Patents and Technology	Land Use Rights	Total
Gross carrying amounts:					
Balance as of December 31, 2015	\$ 122.2	\$ 492.3	\$ 92.5	\$ 9.1	\$ 716.1
Acquisitions	61.2	69.0	32.3	—	162.5
Foreign currency translation	(4.2)	(3.3)	(2.7)	(0.6)	(10.8)
Balance as of December 31, 2016	179.2	558.0	122.1	8.5	867.8
Acquisitions	19.5	24.4	28.1	—	72.0
Foreign currency translation	9.7	18.0	9.8	0.6	38.1
Balance as of December 31, 2017	\$ 208.4	\$ 600.4	\$ 160.0	\$ 9.1	\$ 977.9

	Trademarks and Trade Names	Customer Relationships	Patents and Technology	Land Use Rights	Total
Accumulated amortization:					
Balance as of December 31, 2015	\$ 41.9	\$ 193.8	\$ 55.1	\$ 2.9	\$ 293.7
Amortization expense	8.0	37.4	5.6	0.2	51.2
Foreign currency translation	(0.2)	1.8	(1.2)	(0.4)	—
Balance as of December 31, 2016	49.7	233.0	59.5	2.7	344.9
Amortization expense	10.3	38.5	8.0	0.2	57.0
Foreign currency translation	1.4	8.2	5.9	0.1	15.6
Balance as of December 31, 2017	\$ 61.4	\$ 279.7	\$ 73.4	\$ 3.0	\$ 417.5

	Trademarks and Trade Names
Indefinite-lived intangible assets:	
Balance as of December 31, 2015	\$ 85.3
Foreign currency translation	(0.9)
Balance as of December 31, 2016	84.4
Foreign currency translation	4.2
Balance as of December 31, 2017	\$ 88.6

## AGCO CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

**Accrued Expenses**

Accrued expenses at December 31, 2017 and 2016 consisted of the following (in millions):

	2017	2016
Reserve for volume discounts and sales incentives	\$ 489.1	\$ 407.3
Warranty reserves	273.6	223.1
Accrued employee compensation and benefits	283.3	234.0
Accrued taxes	135.4	113.5
Other	226.5	182.9
	<u>\$ 1,407.9</u>	<u>\$ 1,160.8</u>

**Warranty Reserves**

The warranty reserve activity for the years ended December 31, 2017, 2016 and 2015 consisted of the following (in millions):

	2017	2016	2015
Balance at beginning of the year	\$ 255.6	\$ 230.3	\$ 284.6
Acquisitions	5.1	3.7	0.2
Accruals for warranties issued during the year	215.9	214.6	152.6
Settlements made (in cash or in kind) during the year	(183.1)	(188.7)	(186.2)
Foreign currency translation	22.5	(4.3)	(20.9)
Balance at the end of the year	<u>\$ 316.0</u>	<u>\$ 255.6</u>	<u>\$ 230.3</u>

The Company's agricultural equipment products generally are under warranty against defects in materials and workmanship for a period of one to four years. The Company accrues for future warranty costs at the time of sale based on historical warranty experience. Approximately \$42.4 million and \$32.5 million of warranty reserves are included in "Other noncurrent liabilities" in the Company's Consolidated Balance Sheets as of December 31, 2017 and 2016, respectively.

**Insurance Reserves**

Under the Company's insurance programs, coverage is obtained for significant liability limits as well as those risks required to be insured by law or contract. It is the policy of the Company to self-insure a portion of certain expected losses primarily related to workers' compensation and comprehensive general liability, product and vehicle liability. Provisions for losses expected under these programs are recorded based on the Company's estimates of the aggregate liabilities for the claims incurred.

**Stock Incentive Plans**

Stock compensation expense was recorded as follows (in millions). Refer to Note 10 for additional information regarding the Company's stock incentive plans during 2017, 2016 and 2015:

	Years Ended December 31,		
	2017	2016	2015
Cost of goods sold	\$ 2.8	\$ 1.5	\$ 0.9
Selling, general and administrative expenses	35.6	16.9	11.6
Total stock compensation expense	<u>\$ 38.4</u>	<u>\$ 18.4</u>	<u>\$ 12.5</u>



## AGCO CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

**Research and Development Expenses**

Research and development expenses are expensed as incurred and are included in engineering expenses in the Company's Consolidated Statements of Operations.

**Advertising Costs**

The Company expenses all advertising costs as incurred. Cooperative advertising costs normally are expensed at the time the revenue is earned. Advertising expenses for the years ended December 31, 2017, 2016 and 2015 totaled approximately \$42.6 million, \$46.8 million and \$50.0 million, respectively.

**Shipping and Handling Expenses**

All shipping and handling fees charged to customers are included as a component of net sales. Shipping and handling costs are included as a part of cost of goods sold, with the exception of certain handling costs included in selling, general and administrative expenses in the amount of \$29.5 million, \$24.3 million and \$24.6 million for the years ended December 31, 2017, 2016 and 2015, respectively.

**Interest Expense, Net**

Interest expense, net for the years ended December 31, 2017, 2016 and 2015 consisted of the following (in millions):

	2017	2016	2015
Interest expense	\$ 54.5	\$ 65.4	\$ 64.1
Interest income	(9.4)	(13.3)	(18.7)
	<u>\$ 45.1</u>	<u>\$ 52.1</u>	<u>\$ 45.4</u>

**Income Taxes**

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Refer to Note 6 for additional information regarding the Company's income taxes.

**Net Income Per Common Share**

Basic net income per common share is computed by dividing net income by the weighted average number of common shares outstanding during each period. Diluted net income per common share assumes the exercise of outstanding stock-settled stock appreciation rights ("SSARs") and the vesting of performance share awards and restricted stock units using the treasury stock method when the effects of such assumptions are dilutive.

**AGCO CORPORATION**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)**

A reconciliation of net income attributable to AGCO Corporation and its subsidiaries and weighted average common shares outstanding for purposes of calculating basic and diluted net income per share during the years ended December 31, 2017, 2016 and 2015 is as follows (in millions, except per share data):

	2017	2016	2015
<b>Basic net income per share:</b>			
Net income attributable to AGCO Corporation and subsidiaries	\$ 186.4	\$ 160.1	\$ 266.4
Weighted average number of common shares outstanding	79.5	81.4	87.0
Basic net income per share attributable to AGCO Corporation and subsidiaries	\$ 2.34	\$ 1.97	\$ 3.06
<b>Diluted net income per share:</b>			
Net income attributable to AGCO Corporation and subsidiaries	\$ 186.4	\$ 160.1	\$ 266.4
Weighted average number of common shares outstanding	79.5	81.4	87.0
Dilutive SSARs, performance share awards and restricted stock units	0.7	0.3	0.1
Weighted average number of common shares and common share equivalents outstanding for purposes of computing diluted net income per share	80.2	81.7	87.1
Diluted net income per share attributable to AGCO Corporation and subsidiaries	\$ 2.32	\$ 1.96	\$ 3.06

SSARs to purchase 0.3 million shares, 1.1 million shares and 1.2 million shares of the Company's common stock were outstanding for the years ended December 31, 2017, 2016 and 2015, respectively, but were not included in the calculation of weighted average common and common equivalent shares outstanding because they had an antidilutive impact.

**Comprehensive Income (Loss)**

The Company reports comprehensive income (loss), defined as the total of net income (loss) and all other non-owner changes in equity, and the components thereof in its Consolidated Statements of Stockholders' Equity and Consolidated Statements of Comprehensive Income. The components of other comprehensive income (loss) and the related tax effects for the years ended December 31, 2017, 2016 and 2015 are as follows (in millions):

	AGCO Corporation and Subsidiaries			Noncontrolling Interests
	2017			2017
	Before-tax Amount	Income Taxes	After-tax Amount	After-tax Amount
Defined benefit pension plans	\$ 24.2	\$ (4.8)	\$ 19.4	\$ —
Net gain on derivatives	4.1	(0.1)	4.0	—
Foreign currency translation adjustments	56.6	—	56.6	1.2
Total components of other comprehensive income	\$ 84.9	\$ (4.9)	\$ 80.0	\$ 1.2
	AGCO Corporation and Subsidiaries			Noncontrolling Interests
	2016			2016
	Before-tax Amount	Income Taxes	After-tax Amount	After-tax Amount
Defined benefit pension plans	\$ (68.2)	\$ 12.7	\$ (55.5)	\$ —
Net loss on derivatives	(6.8)	0.1	(6.7)	—
Foreign currency translation adjustments	80.8	—	80.8	1.6
Total components of other comprehensive income	\$ 5.8	\$ 12.8	\$ 18.6	\$ 1.6

## AGCO CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

	AGCO Corporation and Subsidiaries			Noncontrolling Interests
	2015			2015
	Before-tax Amount	Income Taxes	After-tax Amount	After-tax Amount
Defined benefit pension plans	\$ 4.9	\$ (0.6)	\$ 4.3	\$ —
Net loss on derivatives	(3.1)	1.2	(1.9)	—
Foreign currency translation adjustments	(556.1)	—	(556.1)	(2.1)
Total components of other comprehensive loss	\$ (554.3)	\$ 0.6	\$ (553.7)	\$ (2.1)

**Derivatives**

The Company uses foreign currency contracts to hedge the foreign currency exposure of certain receivables and payables. The contracts are for periods consistent with the exposure being hedged and generally have maturities of one year or less. These contracts are classified as non-designated derivative instruments. The Company also enters into foreign currency contracts designated as cash flow hedges of expected sales. The Company's foreign currency contracts mitigate risk due to exchange rate fluctuations because gains and losses on these contracts generally offset losses and gains on the exposure being hedged. The notional amounts of the foreign currency contracts do not represent amounts exchanged by the parties and, therefore, are not a measure of the Company's risk. The amounts exchanged are calculated on the basis of the notional amounts and other terms of the contracts. The credit and market risks under these contracts are not considered to be significant.

The Company's interest expense is, in part, sensitive to the general level of interest rates, and the Company manages its exposure to interest rate risk through the mix of floating rate and fixed rate debt. From time to time, the Company enters into interest rate swap agreements in order to manage the Company's exposure to interest rate fluctuations.

The Company uses non-derivative and, periodically, derivative instruments to hedge a portion of the Company's net investment in foreign operations against adverse movements in exchange rates.

The Company's hedging policy prohibits it from entering into any foreign currency contracts for speculative trading purposes. Refer to Note 11 for additional information regarding the Company's derivative instruments and hedging activities.

**Recent Accounting Pronouncements**

In August 2017, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2017-12, "Targeted Improvements to Accounting for Hedging Activities" ("ASU 2017-12"), which aligns an entity's risk management activities and financial reporting for hedge relationships through changes to both the designation and measurement guidance for qualifying hedging relationships and the presentation of hedge results. The amendments include 1) the ability to apply hedge accounting for risk components in hedging relationships involving nonfinancial risk and interest rate risk, 2) new alternatives for measuring the hedged item for fair value hedges of interest rate risk, 3) elimination of the requirement to separately measure and report hedge ineffectiveness, 4) requirement to present the earnings effect of the hedging instrument in the same income statement line in which the earnings effect of the hedged item is reported and 5) less stringent requirements for effectiveness testing, hedge documentation and applying the critical terms match method. ASU 2017-07 is effective for annual periods beginning after December 15, 2018, and interim periods within those annual periods using a prospective approach. Early adoption is permitted for any interim or annual period. The amendments should be applied to existing hedging relationships on the date of adoption. The Company adopted the standard effective January 1, 2018. The standard did not have a material impact on the Company's results of operations, financial condition and cash flows.

In March 2017, the FASB issued ASU 2017-07, "Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost" ("ASU 2017-07"), which requires the service cost component of net periodic pension and postretirement benefit cost be included in the same line item as other compensation costs arising from services rendered by employees. The other components of net periodic pension and postretirement benefit cost are required to be classified outside the subtotal of income from operations. Of the components of net periodic pension and postretirement benefit cost, only the service cost component will be eligible for asset capitalization. ASU 2017-07 is effective for annual periods beginning after December 15, 2017, and interim periods within those annual periods, using a retrospective approach for the presentation of the service cost component and other components of net periodic pension and postretirement benefit cost in the statement of

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

operations; and a prospective approach for the capitalization of the service cost component of net periodic pension and postretirement benefit cost in assets. Early adoption is permitted for any interim or annual period. ASU 2017-07 allows a practical expedient for applying the retrospective presentation requirements. The Company expects to adopt ASU 2017-07 on January 1, 2018 and that the adoption will not have a material impact on its results of operations, financial condition and cash flows.

In January 2017, the FASB issued ASU 2017-04, "Simplifying the Test for Goodwill Impairment" ("ASU 2017-04"), which eliminates Step 2 from the goodwill impairment test. Under the standard, an entity should perform its goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount, resulting in an impairment charge that is the amount by which the carrying amount exceeds the reporting unit's fair value. The impairment charge, however, should not exceed the total amount of goodwill allocated to a reporting unit. The impairment assessment under ASU 2017-04 applies to all reporting units, including those with a zero or negative carrying amount. ASU 2017-04 is effective for annual periods beginning after December 15, 2019, and interim periods within those annual periods using a prospective approach. Early adoption is permitted for any interim or annual goodwill impairment test performed on testing dates after January 1, 2017. The Company expects to adopt ASU 2017-04 effective January 1, 2020 and will apply the standard to all impairment tests performed thereafter.

In November 2016, the FASB issued ASU 2016-18, "Restricted Cash" ("ASU 2016-18"), which requires that a statement of cash flows explain the change during the period in the total of cash, cash equivalents and amounts generally described as restricted cash or restricted cash equivalents. As a result, amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. ASU 2016-18 is effective for annual periods beginning after December 15, 2017, and interim period within those annual periods using a retrospective approach. Early adoption is permitted in any interim or annual period. The Company expects to adopt ASU 2016-18 on January 1, 2018 and that the adoption will not have a material impact on its cash flows.

In October 2016, the FASB issued ASU 2016-16, "Intra-Entity Transfers of Assets Other Than Inventory" ("ASU 2016-16"), which requires recognition of the income tax consequences of an intra-entity transfer of an asset other than inventory when the transfer occurs. Consequently, the standard eliminates the exception to the recognition of current and deferred income taxes for an intra-entity asset transfer other than for inventory until the asset has been sold to an outside party. ASU 2016-16 is effective for annual periods beginning after December 15, 2017, and interim periods within those annual periods using a modified retrospective approach. Early adoption is permitted in any interim or annual period. The Company expects to adopt ASU 2016-16 on January 1, 2018 and that the adoption will not have a material impact on its results of operations, financial condition and cash flows.

In August 2016, the FASB issued ASU 2016-15, "Classification of Certain Cash Receipts and Cash Payments" ("ASU 2016-15"), which addresses eight specific cash flow issues with the objective of reducing the existing diversity in practice. The standard is effective for annual periods beginning after December 15, 2017, and interim periods within those fiscal years. ASU 2016-15 may be applied using a retrospective approach or a prospective approach, if impracticable to apply the amendments retrospectively. Early adoption is permitted in any interim or annual period. The Company adopted ASU 2016-15 on January 1, 2017 and the adoption did not have a material impact on its cash flows.

In June 2016, the FASB issued ASU 2016-13, "Measurement of Credit Losses on Financial Instruments" ("ASU 2016-13"), which requires measurement and recognition of expected versus incurred credit losses for financial assets held. ASU 2016-13 is effective for annual periods beginning after December 15, 2019, and interim periods within those annual periods. This standard will likely impact the results of operations and financial condition of the Company's finance joint ventures and as a result, will likely impact the Company's "Investment in affiliates" and "Equity in net earnings of affiliates" upon adoption. The Company's finance joint ventures are currently evaluating the standard's impact to their results of operations and financial condition.

In March 2016, the FASB issued ASU 2016-09, "Improvements to Employee Share-Based Payment Accounting" ("ASU 2016-09"). ASU 2016-09 simplifies several aspects of the accounting for share-based payment transactions, including the accounting for forfeitures, employer tax withholding on share-based compensation and the financial statement presentation of excess tax benefits or deficiencies. In addition, the standard clarifies the statement of cash flow presentation for certain components of share-based awards. The Company adopted ASU 2016-09 on January 1, 2017 by prospectively recognizing excess tax benefits and tax deficiencies in the Company's Consolidated Statements of Operations as the awards vest or were settled, when applicable, and by prospectively presenting excess tax benefits as an operating activity,

## AGCO CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

rather than a financing activity, in the Company's Consolidated Statements of Cash Flows, when applicable. In addition, the Company elected to change its accounting policy to recognize actual forfeitures, rather than estimate the number of awards that are expected to vest, by adjusting stock compensation expense in the same period as the forfeitures occur. The change in accounting policy was adopted using a modified retrospective approach, with a cumulative effect adjustment to "Retained Earnings" of approximately \$1.7 million as of January 1, 2017 for the difference between stock compensation expense previously recorded and the amount that would have been recorded without assuming forfeitures.

In February 2016, the FASB issued ASU 2016-02, "Leases" ("ASU 2016-02"), which supersedes the existing lease guidance under current U.S. GAAP. ASU 2016-02 is based on the principle that entities should recognize assets and liabilities arising from leases. The standard does not significantly change the lessees' recognition, measurement and presentation of expenses and cash flows from the previous accounting standard. Leases are classified as finance or operating. ASU 2016-02's primary change is the requirement for entities to recognize a lease liability for payments and a right-of-use asset representing the right to use the leased asset during the term of an operating lease arrangement. Lessees are permitted to make an accounting policy election to not recognize the asset and liability for leases with a term of 12 months or less. Lessors' accounting under the standard is largely unchanged from the previous accounting standard. In addition, ASU 2016-02 expands the disclosure requirements of lease arrangements. The standard is effective for reporting periods beginning after December 15, 2018, and interim periods within those annual periods. Early adoption is permitted. Upon adoption, lessees and lessors are required to recognize and measure leases at the beginning of the earliest period presented using a modified retrospective approach. The Company is currently evaluating the impact of adopting this standard on the Company's results of operations, financial condition and cash flows, but the Company has elected not to early adopt the standard for the year ended December 31, 2017.

In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers" ("ASU 2014-09"), which provides a single, comprehensive revenue recognition model for all contracts with customers with a five-step analysis in determining when and how revenue is recognized. The new model will require revenue recognition to depict the transfer of promised goods or services to customers at an amount that reflects the consideration expected to be received in exchange for those goods or services. Additional disclosures also will be required to enable users to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers, including significant judgments and changes in those judgments. The standard is effective for reporting periods beginning after December 15, 2017, with early adoption permitted for reporting periods beginning after December 31, 2016. Entities have the option to apply the new standard under a full retrospective approach to each prior reporting period presented, or a modified retrospective approach with the cumulative effect of initial adoption and application within the Consolidated Statement of Stockholders' Equity. The Company has completed its evaluation process, including the identification of new controls and processes designed to meet the requirements of the standard, as well as assessed the impact of adoption on the Consolidated Financial Statements and disclosures. Under the new model, the Company will recognize a contract asset for the value of expected replacement parts returns. Effective January 1, 2018, the Company adopted the new standard under the modified retrospective approach resulting in an insignificant cumulative adjustment to "Retained Earnings". The disclosures included in the Company's Consolidated Financial Statements related to revenue recognition will be significantly expanded under the new standard during 2018.

## 2. Acquisitions

On October 2, 2017, the Company acquired the hay and forage division of the Lely Group ("Lely") for approximately €80.5 million (or approximately \$95.0 million), net of cash acquired of approximately €6.0 million (or approximately \$7.1 million). The Lely acquisition, with manufacturing locations in northern Germany, will allow the Company to expand its product offering of hay and forage equipment, including balers, loader wagons and other harvesting tools. The acquisition was financed by the Company's credit facility (Note 7).

## AGCO CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

The preliminary fair values of the assets acquired and liabilities assumed as of the acquisition date are presented in the following table (in millions):

Current assets	\$	84.6
Property, plant and equipment		24.3
Intangible assets		7.6
Goodwill		17.4
Total assets acquired		133.9
Current liabilities		23.6
Long-term liabilities		8.2
Total liabilities assumed		31.8
Net assets acquired	\$	102.1

The acquired identifiable intangible assets of Lely as of the date of the acquisition are summarized in the following table (in millions):

<b>Intangible Asset</b>	<b>Amount</b>	<b>Weighted-Average Useful Life</b>
Customer relationships	\$ 3.0	5 years
Technology	3.0	12 years
Trademarks	1.6	10 years
	\$ 7.6	

The results of operations of Lely have been included in the Company's Consolidated Financial Statements as of and from the date of acquisition. The associated goodwill has been included in the Company's Europe/Middle East geographical reportable segment. Proforma results related to the acquisition were not material.

On September 1, 2017, the Company acquired Precision Planting LLC ("Precision Planting") for approximately \$198.1 million, net of cash acquired of approximately \$1.6 million. Precision Planting, headquartered in Tremont, Illinois, is a leading manufacturer of high-tech planting equipment. The acquisition of Precision Planting provided the Company an opportunity to expand its precision farming technology offerings on a global basis. The acquisition was financed by the Company's credit facility (Note 7).

The preliminary fair values of the assets acquired and liabilities assumed as of the acquisition date are presented in the following table (in millions):

Current assets	\$	59.5
Property, plant and equipment		20.8
Intangible assets		64.4
Goodwill		67.2
Total assets acquired		211.9
Current liabilities		12.2
Total liabilities assumed		12.2
Net assets acquired	\$	199.7

## AGCO CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

The acquired identifiable intangible assets of Precision Planting as of the date of the acquisition are summarized in the following table (in millions):

<b>Intangible Asset</b>	<b>Amount</b>	<b>Weighted-Average Useful Life</b>
Customer relationships	\$ 21.4	14 years
Technology	25.1	10 years
Trademarks	17.9	20 years
	<u>\$ 64.4</u>	

The results of operations of Precision Planting have been included in the Company's Consolidated Financial Statements as of and from the date of acquisition. The associated tax deductible goodwill has been included in the Company's North America geographical reportable segment. Proforma results related to the acquisition were not material.

On September 12, 2016, the Company acquired Cimbria Holdings Limited ("Cimbria") for DKK 2,234.9 million (or approximately \$337.5 million), net of cash acquired of approximately DKK83.4 million (or approximately \$12.6 million). Cimbria, headquartered in Thisted, Denmark, is a leading manufacturer of products and solutions for the processing, handling and storage of seed and grain. The acquisition was financed by the Company's credit facility (Note 7).

The fair values of the assets acquired and liabilities assumed as of the acquisition date are presented in the following table (in millions):

Current assets	\$	74.2
Property, plant and equipment		21.9
Intangible assets		128.9
Goodwill		237.9
Total assets acquired		<u>462.9</u>
Current liabilities		63.8
Deferred tax liabilities		38.5
Long-term debt and other noncurrent liabilities		10.5
Total liabilities assumed		<u>112.8</u>
Net assets acquired	\$	<u>350.1</u>

The acquired identifiable intangible assets of Cimbria as of the date of the acquisition are summarized in the following table (in millions):

<b>Intangible Asset</b>	<b>Amount</b>	<b>Weighted-Average Useful Life</b>
Customer relationships	\$ 50.4	9 years
Technology	22.5	10 years
Trademarks	56.0	20 years
	<u>\$ 128.9</u>	

The results of operations of Cimbria have been included in the Company's Consolidated Financial Statements as of and from the date of acquisition. The associated goodwill has been included in the Company's Europe/Middle East and Asia/Pacific/Africa geographical reportable segments.

On February 2, 2016, the Company acquired Tecno Poultry Equipment S.p.A ("Tecno") for approximately €58.7 million (or approximately \$63.8 million). The Company acquired cash of approximately €17.6 million (or approximately \$19.1 million) associated with the acquisition. Tecno, headquartered in Ronchi Di Villafranca, Italy, manufactures and supplies poultry housing and related products, including egg collection equipment and trolley feeding systems. The acquisition was financed through the Company's credit facility (Note 7). The Company allocated the purchase price to the assets acquired and

## AGCO CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

liabilities assumed based on their fair values as of the acquisition date. The acquired net assets primarily consisted of accounts receivable, inventories, accounts payable and accrued expenses, deferred revenue, property, plant and equipment, and customer relationship, technology and trademark identifiable intangible assets. The Company recorded approximately \$27.5 million of customer relationship, technology and trademark identifiable intangible assets and approximately \$20.4 million of goodwill associated with the acquisition. The results of operations of Tecno have been included in the Company's Consolidated Financial Statements as of and from the date of acquisition. The associated goodwill has been included in the Company's Europe/Middle East and North America geographical reportable segments.

The acquired identifiable intangible assets of Tecno as of the date of the acquisition are summarized in the following table (in millions):

<u>Intangible Asset</u>	<u>Amount</u>	<u>Weighted-Average Useful Life</u>
Customer relationships	\$ 15.7	10 years
Technology	7.9	10 years
Trademarks	3.9	10 years
	<u>\$ 27.5</u>	

On April 17, 2015, the Company acquired Farmer Automatic GmbH & Co. KG ("Farmer Automatic") for approximately \$17.9 million, net of cash acquired of approximately \$0.1 million. Farmer Automatic, headquartered in Laer, Germany, manufactures and supplies poultry housing and related products, including egg production cages and broiler production equipment. The acquisition was financed with available cash on hand. The Company allocated the purchase price to the assets acquired and liabilities assumed based on their fair values as of the acquisition date. The acquired net assets primarily consisted of accounts receivable, inventories, accounts payable and accrued expenses, property, plant and equipment, and customer relationship, technology and trademark identifiable intangible assets. The Company recorded approximately \$9.6 million of identifiable intangible assets and approximately \$10.0 million of goodwill associated with the acquisition. The results of operations of Farmer Automatic have been included in the Company's Consolidated Financial Statements as of and from the date of the acquisition. The associated goodwill has been included in the Company's Europe/Middle East, North America and Asia/Pacific/Africa geographical reportable segments.

The acquired identifiable intangible assets of Farmer Automatic as of the date of the acquisition are summarized in the following table (in millions):

<u>Intangible Asset</u>	<u>Amount</u>	<u>Weighted-Average Useful Life</u>
Customer relationships	\$ 4.1	10 years
Technology	3.6	10 years
Trademarks	1.9	10 years
	<u>\$ 9.6</u>	



## AGCO CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

**3. Restructuring Expenses**

Beginning in 2014 through 2017, the Company announced and initiated several actions to rationalize employee headcount at various manufacturing facilities and various administrative offices located in Europe, South America, China and the United States in order to reduce costs in response to softening global market demand and lower production volumes. The aggregate headcount reduction was approximately 2,750 employees in 2014, 2015 and 2016. During 2017, the Company recorded severance and related costs associated with further rationalizations in connection with the termination of approximately 620 employees. The components of the restructuring expenses are summarized as follows (in millions):

	Write-down of Property, Plant and Equipment	Employee Severance	Facility Closure Costs	Total
Balance as of December 31, 2014	\$ —	\$ 25.3	\$ 0.1	\$ 25.4
2015 provision	—	23.0	—	23.0
2015 provision reversal	—	(0.7)	—	(0.7)
2015 cash activity	—	(29.4)	(0.1)	(29.5)
Foreign currency translation	—	(1.3)	—	(1.3)
Balance as of December 31, 2015	—	16.9	—	16.9
2016 provision	—	11.0	1.0	12.0
2016 provision reversal	—	(0.1)	—	(0.1)
2016 cash activity	—	(13.1)	(0.2)	(13.3)
Foreign currency translation	—	(0.2)	—	(0.2)
Balance as of December 31, 2016	—	14.5	0.8	15.3
2017 provision	0.2	12.4	—	12.6
Less: Non-cash expense	(0.2)	—	—	(0.2)
Cash expense	—	12.4	—	12.4
2017 provision reversal	—	(1.4)	—	(1.4)
2017 cash activity	—	(16.0)	(0.8)	(16.8)
Foreign currency translation	—	1.4	—	1.4
Balance as of December 31, 2017	\$ —	\$ 10.9	\$ —	\$ 10.9

**4. Accounts Receivable Sales Agreements**

At December 31, 2017 and 2016, the Company had accounts receivable sales agreements that permit the sale, on an ongoing basis, of a majority of its wholesale receivables in North America, Europe and Brazil to its U.S., Canadian, European and Brazilian finance joint ventures. As of December 31, 2017 and 2016, the cash received from receivables sold under the U.S., Canadian, European and Brazilian accounts receivable sales agreements was approximately \$1.3 billion and \$1.1 billion, respectively.

Under the terms of the accounts receivable sales agreements in North America, Europe and Brazil, the Company pays an annual servicing fee related to the servicing of the receivables sold. The Company also pays the respective AGCO Finance entities an interest payment calculated based upon LIBOR plus a margin on any non-interest bearing accounts receivable outstanding and sold under the sales agreements. These fees are reflected within losses on the sales of receivables included within "Other expense, net" in the Company's Consolidated Statements of Operations. The Company does not service the receivables after the sale occurs and does not maintain any direct retained interest in the receivables. The Company reviewed its accounting for the accounts receivable sales agreements and determined that these facilities should be accounted for as off-balance sheet transactions.

Losses on sales of receivables associated with the accounts receivable financing facilities discussed above, reflected within "Other expense, net" in the Company's Consolidated Statements of Operations, were approximately \$39.2 million, \$19.5 million and \$18.8 million during 2017, 2016 and 2015, respectively.

## AGCO CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

The Company's finance joint ventures in Europe, Brazil and Australia also provide wholesale financing directly to the Company's dealers. The receivables associated with these arrangements are without recourse to the Company. The Company does not service the receivables after the sale occurs and does not maintain any direct retained interest in the receivables. As of December 31, 2017 and 2016, these finance joint ventures had approximately \$41.6 million and \$41.5 million, respectively, of outstanding accounts receivable associated with these arrangements. The Company reviewed its accounting for these arrangements and determined that these arrangements should be accounted for as off-balance sheet transactions.

In addition, the Company sells certain trade receivables under factoring arrangements to other financial institutions around the world. The Company reviewed the sale of such receivables and determined that these arrangements should be accounted for as off-balance sheet transactions.

**5. Investments in Affiliates**

Investments in affiliates as of December 31, 2017 and 2016 were as follows (in millions):

	2017	2016
Finance joint ventures	\$ 373.7	\$ 380.8
Manufacturing joint ventures	20.1	17.8
Other affiliates	15.2	16.3
	<u>\$ 409.0</u>	<u>\$ 414.9</u>

The Company's manufacturing joint ventures as of December 31, 2017 consisted of Groupement International De Mecanique Agricole SA ("GIMA") (a joint venture with a third-party manufacturer to purchase, design and manufacture components for agricultural equipment in France), and joint ventures with third-party manufacturers to assemble tractors in Algeria and engines in South America. The other joint ventures represent investments in farm equipment manufacturers, an electronic and software system manufacturer, distributors and licensees.

The Company's equity in net earnings of affiliates for the years ended December 31, 2017, 2016 and 2015 were as follows (in millions):

	2017	2016	2015
Finance joint ventures	\$ 39.9	\$ 45.5	\$ 53.8
Manufacturing and other joint ventures	(0.8)	2.0	3.3
	<u>\$ 39.1</u>	<u>\$ 47.5</u>	<u>\$ 57.1</u>

Summarized combined financial information of the Company's finance joint ventures as of December 31, 2017 and 2016 and for the years ended December 31, 2017, 2016 and 2015 were as follows (in millions):

	As of December 31,	
	2017	2016
Total assets	\$ 8,440.0	\$ 7,448.0
Total liabilities	7,677.3	6,670.8
Partners' equity	762.7	777.2

	For the Years Ended December 31,		
	2017	2016	2015
Revenues	\$ 305.7	\$ 297.4	\$ 313.0
Costs	183.0	159.0	158.1
Income before income taxes	<u>\$ 122.7</u>	<u>\$ 138.4</u>	<u>\$ 154.9</u>

The majority of the assets of the Company's finance joint ventures represents finance receivables. The majority of the liabilities represents notes payable and accrued interest. Under the various joint venture agreements, Rabobank or its affiliates provide financing to the joint venture companies (Note 14).

## AGCO CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

At December 31, 2017 and 2016, the Company's receivables from affiliates were approximately \$23.4 million and \$54.4 million, respectively. The receivables from affiliates are reflected within "Accounts and notes receivable, net" within the Company's Consolidated Balance Sheets.

The portion of the Company's retained earnings balance that represents undistributed retained earnings of equity method investees was approximately \$321.9 million and \$312.6 million as of December 31, 2017 and 2016, respectively.

## 6. Income Taxes

The sources of income before income taxes and equity in net earnings of affiliates were as follows for the years ended December 31, 2017, 2016 and 2015 (in millions):

	2017	2016	2015
United States	\$ (141.6)	\$ (150.0)	\$ (49.1)
Foreign	425.4	354.9	328.5
Income before income taxes and equity in net earnings of affiliates	<u>\$ 283.8</u>	<u>\$ 204.9</u>	<u>\$ 279.4</u>

The provision (benefit) for income taxes by location of the taxing jurisdiction for the years ended December 31, 2017, 2016 and 2015 consisted of the following (in millions):

	2017	2016	2015
Current:			
United States:			
Federal	\$ 20.3	\$ (24.3)	\$ (1.3)
State	0.6	0.2	2.8
Foreign	126.8	114.2	97.8
	<u>147.7</u>	<u>90.1</u>	<u>99.3</u>
Deferred:			
United States:			
Federal	0.9	21.9	(19.0)
State	—	—	—
Foreign	(15.0)	(19.8)	(7.8)
	<u>(14.1)</u>	<u>2.1</u>	<u>(26.8)</u>
	<u>\$ 133.6</u>	<u>\$ 92.2</u>	<u>\$ 72.5</u>

On December 22, 2017, the Tax Cuts and Jobs Act ("the 2017 Tax Act") was enacted in the United States. The 2017 Tax Act includes a number of changes to existing U.S. tax laws that impact the Company, including a reduction of the U.S. corporate income tax rate from 35 percent to 21 percent for tax years beginning after December 31, 2017. The 2017 Tax Act also provides for a one-time transition tax on certain foreign earnings and the acceleration of depreciation for certain assets placed into service after September 27, 2017, as well as prospective changes beginning in 2018, including the repeal of the domestic manufacturing deduction, capitalization of research and development expenditures, additional limitations on executive compensation and limitations on the deductibility of interest.

During the three months ended December 31, 2017, the Company recorded a provision of approximately \$42.0 million in accordance with Staff Accounting Bulletin No. 118, which provides SEC Staff guidance for the application of ASC 740, "Income Taxes," in the reporting period in which the 2017 Tax Act was enacted. The Company's Consolidated Financial Statements reflect both the income tax effects of the 2017 Tax Act for which the accounting under ASC 740 is complete as well as provisional amounts for those specific income tax effects of the 2017 Tax Act for which the accounting under ASC 740 is incomplete but a reasonable estimate could be determined. The Company did not identify any items for which the income tax effects of the 2017 Tax Act have not been completed and a reasonable estimate could not be determined as of December 31, 2017.

The \$42.0 million provision included a provisional income tax charge of approximately \$14.3 million related to the one-time transition tax associated with the mandatory deemed repatriation of approximately \$3.4 billion of unremitted foreign earnings. The \$42.0 million provision included in the Company's rate reconciliation below as "Impacts related to the 2017 Tax

## AGCO CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

Act” is net of (a) a \$49.6 million benefit associated with 2017 U.S. pre-tax losses that were netted against the determination of the U.S. transition tax and (b) a \$37.0 million benefit from the use of certain tax credits. The offsets of these benefits are reflected within “Tax effect of permanent differences” and “Change in valuation allowance”, respectively. The Company’s provision also included a provisional income tax charge of approximately \$10.4 million for the income tax consequences associated with the expected future repatriation of certain underlying foreign earnings as, historically, the Company had considered them to be indefinitely reinvested. The remaining balance of the Company’s provision primarily related to the remeasurement of certain net deferred tax assets using the lower enacted U.S. Corporate tax rate, as well as other miscellaneous related impacts. The final impact of the tax reform legislation may differ materially due to factors such as further refinement of the Company’s calculations, changes in interpretations and assumptions that the Company and its advisors have made, additional guidance that may be issued in the future by the U.S. government, and actions that the Company may take as a result of the tax reform legislation. Additional information and analysis are needed for factors such as whether non-U.S. entities are subject to withholding taxes, have reserve requirements, or have projected working capital and other capital needs in the country where the earnings were generated that would result in a decision to indefinitely reinvest a portion or all of their earnings. When more guidance and interpretations are released, specifically with respect to the transition tax and future repatriation of foreign earnings to the U.S., the Company will complete its accounting and revise any provisional estimates, if required.

A reconciliation of income taxes computed at the United States federal statutory income tax rate (35%) to the provision for income taxes reflected in the Company’s Consolidated Statements of Operations for the years ended December 31, 2017, 2016 and 2015 is as follows (in millions):

	2017	2016	2015
Provision for income taxes at United States federal statutory rate of 35%	\$ 99.3	\$ 71.7	\$ 97.8
State and local income taxes, net of federal income tax effects	(5.7)	(6.0)	(2.0)
Taxes on foreign income which differ from the United States statutory rate	(57.7)	(44.5)	(34.9)
Tax effect of permanent differences	60.6	14.4	7.1
Change in valuation allowance	(1.4)	37.9	(4.5)
Change in tax contingency reserves	3.8	23.4	15.4
Research and development tax credits	(5.0)	(3.8)	(4.9)
Impacts related to the 2017 Tax Act	42.0	—	—
Other	(2.3)	(0.9)	(1.5)
	<u>\$ 133.6</u>	<u>\$ 92.2</u>	<u>\$ 72.5</u>

## AGCO CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

The significant components of the deferred tax assets and liabilities at December 31, 2017 and 2016 were as follows (in millions):

	2017	2016
<b>Deferred Tax Assets:</b>		
Net operating loss carryforwards	\$ 83.4	\$ 85.5
Sales incentive discounts	60.2	73.7
Inventory valuation reserves	34.4	39.9
Pensions and postretirement health care benefits	52.2	70.4
Warranty and other reserves	92.2	118.1
Research and development tax credits	2.9	11.2
Foreign tax credits	10.4	24.0
Other	19.2	24.6
Total gross deferred tax assets	354.9	447.4
Valuation allowance	(81.9)	(116.0)
Total net deferred tax assets	273.0	331.4
<b>Deferred Tax Liabilities:</b>		
Tax over book depreciation and amortization	229.1	284.9
Investment in affiliates	53.9	45.6
Other	8.3	13.6
Total deferred tax liabilities	291.3	344.1
Net deferred tax (liabilities) assets	\$ (18.3)	\$ (12.7)
<b>Amounts recognized in Consolidated Balance Sheets:</b>		
Deferred tax assets - noncurrent	\$ 112.2	\$ 99.7
Deferred tax liabilities - noncurrent	(130.5)	(112.4)
	\$ (18.3)	\$ (12.7)

The Company recorded a net deferred tax liability of \$18.3 million and \$12.7 million as of December 31, 2017 and December 31, 2016, respectively. As reflected in the preceding table, the Company had a valuation allowance of \$81.9 million and \$116.0 million as of December 31, 2017 and 2016, respectively.

During the second quarter of 2016, the Company established a valuation allowance to fully reserve its net deferred tax assets in the United States. The decrease in the Company's valuation allowance during 2017 was primarily related to the release of a portion of the Company's valuation allowance in China, which it had maintained against the deferred tax assets of one of its Chinese subsidiaries. A valuation allowance is established when it is more likely than not that some portion or all of the deferred tax assets will not be realized. The Company assessed the likelihood that its deferred tax assets would be recovered from estimated future taxable income and available tax planning strategies and determined that all adjustments to the valuation allowance were appropriate. In making this assessment, all available evidence was considered including the current economic climate, as well as reasonable tax planning strategies. The Company believes it is more likely than not that the Company will realize its remaining net deferred tax assets, net of the valuation allowance, in future years.

The Company had net operating loss carryforwards of \$272.3 million as of December 31, 2017, with expiration dates as follows: 2018 - \$26.5 million; 2019 - \$41.1 million; 2020 - \$48.2 million and thereafter or unlimited - \$156.5 million. The net operating loss carryforwards of \$272.3 million were entirely in tax jurisdictions outside of the United States.

The Company paid income taxes of \$111.2 million, \$106.2 million and \$97.6 million for the years ended December 31, 2017, 2016 and 2015, respectively.

At December 31, 2017 and 2016, the Company had \$163.4 million and \$139.9 million, respectively, of unrecognized income tax benefits, all of which would affect the Company's effective tax rate if recognized. At December 31, 2017 and 2016,

## AGCO CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

the Company had approximately \$61.8 million and \$47.0 million, respectively, of accrued or deferred taxes related to uncertain income tax positions connected with ongoing income tax audits in various jurisdictions that it expects to settle or pay in the next 12 months. The Company accrued approximately \$4.6 million and \$3.4 million of interest and penalties related to unrecognized tax benefits in its provision for income taxes during 2017 and 2016, respectively. At December 31, 2017 and 2016, the Company had accrued interest and penalties related to unrecognized tax benefits of \$23.0 million and \$16.4 million, respectively.

A reconciliation of the beginning and ending balances of the total amounts of gross unrecognized tax benefits as of and during the years ended December 31, 2017 and 2016 is as follows (in millions):

	2017	2016
Gross unrecognized income tax benefits	\$ 139.9	\$ 133.0
Additions for tax positions of the current year	16.4	14.4
Additions for tax positions of prior years	4.8	15.2
Reductions for tax positions of prior years for:		
Changes in judgments	1.4	(1.2)
Settlements during the year	(0.4)	(13.8)
Lapses of applicable statute of limitations	(14.4)	(5.0)
Foreign currency translation	15.7	(2.7)
Gross unrecognized income tax benefits	<u>\$ 163.4</u>	<u>\$ 139.9</u>

The Company and its subsidiaries file income tax returns in the United States and in various state, local and foreign jurisdictions. The Company and its subsidiaries are routinely examined by tax authorities in these jurisdictions. As of December 31, 2017, a number of income tax examinations in foreign jurisdictions were ongoing. It is possible that certain of these ongoing examinations may be resolved within 12 months. Due to the potential for resolution of federal, state and foreign examinations, and the expiration of various statutes of limitation, it is reasonably possible that the Company's gross unrecognized income tax benefits balance may materially change within the next 12 months. Due to the number of jurisdictions and issues involved and the uncertainty regarding the timing of any settlements, the Company is unable at this time to provide a reasonable estimate of such change that may occur within the next 12 months. Although there are ongoing examinations in various federal and state jurisdictions, the 2014 through 2017 tax years generally remain subject to examination in the United States by applicable authorities. In the Company's significant foreign jurisdictions, primarily the United Kingdom, France, Germany, Switzerland, Finland and Brazil, the 2012 through 2017 tax years generally remain subject to examination by their respective tax authorities. In Brazil, the Company is contesting disallowed deductions related to the amortization of certain goodwill amounts (Note 12).

## 7. Indebtedness

Indebtedness consisted of the following at December 31, 2017 and 2016 (in millions):

	December 31, 2017	December 31, 2016
1.056% Senior term loan due 2020	\$ 239.8	\$ 211.0
Credit facility, expires 2020	471.2	329.2
Senior term loans due 2021	119.9	316.5
5 <sup>7</sup> / <sub>8</sub> % Senior notes due 2021	305.3	306.6
Senior term loans due between 2019 and 2026	449.7	395.6
Other long-term debt	131.6	141.6
Debt issuance costs	(4.0)	(5.1)
	<u>1,713.5</u>	<u>1,695.4</u>
Less: Current portion of other long-term debt	(95.4)	(85.4)
Total indebtedness, less current portion	<u>\$ 1,618.1</u>	<u>\$ 1,610.0</u>

## AGCO CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

At December 31, 2017, the aggregate scheduled maturities of long-term debt, excluding the current portion of long-term debt, are as follows (in millions):

2019	\$	81.0
2020		721.9
2021		655.4
2022		2.5
Thereafter		157.3
	\$	<u>1,618.1</u>

Cash payments for interest were approximately \$51.4 million, \$58.8 million and \$63.0 million for the years ended December 31, 2017, 2016 and 2015, respectively.

**1.056% Senior Term Loan**

In December 2014, the Company entered into a term loan with the European Investment Bank, under which the Company borrowed €200.0 million (or approximately \$239.8 million as of December 31, 2017). The funding was received on January 15, 2015 with a maturity date of January 15, 2020. The Company has the ability to prepay the term loan before its maturity date. Interest is payable on the term loan at 1.056% per annum, payable quarterly in arrears. The term loan contains covenants regarding, among other things, the incurrence of indebtedness and the making of certain payments, as well as commitments regarding amounts of future research and development expenses in Europe, and is subject to acceleration in the events of default. The Company also has to fulfill financial covenants with respect to a net leverage ratio and interest coverage ratio.

**Credit Facility**

The Company's revolving credit and term loan facility consists of an \$800.0 million multi-currency revolving credit facility and a €312.0 million (or approximately \$374.2 million as of December 31, 2017) term loan facility. The maturity date of the credit facility is June 26, 2020. Under the credit facility agreement, interest accrues on amounts outstanding, at the Company's option, depending on the currency borrowed, at either (1) LIBOR or EURIBOR plus a margin ranging from 1.0% to 1.75% based on the Company's leverage ratio, or (2) the base rate, which is equal to the higher of (i) the administrative agent's base lending rate for the applicable currency, (ii) the federal funds rate plus 0.5%, and (iii) one-month LIBOR for loans denominated in U.S. dollars plus 1.0% plus a margin ranging from 0.0% to 0.25% based on the Company's leverage ratio. As is more fully described in Note 11, the Company entered into an interest rate swap in 2015 to convert the term loan facility's floating interest rate to a fixed interest rate of 0.33% plus the applicable margin over the remaining life of the term loan facility. The credit facility contains covenants restricting, among other things, the incurrence of indebtedness and the making of certain payments, including dividends, and is subject to acceleration in the event of a default. The Company also has to fulfill financial covenants with respect to a total debt to EBITDA ratio and an interest coverage ratio. As of December 31, 2017, the Company had \$471.2 million of outstanding borrowings under the credit facility and the ability to borrow approximately \$703.0 million under the facility. Approximately \$97.0 million was outstanding under the multi-currency revolving credit facility and €312.0 million (or approximately \$374.2 million) was outstanding under the term loan facility as of December 31, 2017. As of December 31, 2016, no amounts were outstanding under the Company's multi-currency revolving credit facility, and the Company had the ability to borrow approximately \$800.0 million under the facility. Approximately €312.0 million (or approximately \$329.2 million) was outstanding under the term loan facility as of December 31, 2016.

During 2015, the Company designated its €312.0 million (\$374.2 million at December 31, 2017) term loan facility as a hedge of its net investment in foreign operations to offset foreign currency translation gains or losses on the net investment. See Note 11 for additional information about the net investment hedge.

**Senior Term Loans Due 2021**

In April 2016, the Company entered into two term loan agreements with Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A. ("Rabobank"), in the amount of €100.0 million and €200.0 million, respectively. The €300.0 million of funding was received on April 26, 2016 and was partially used to repay the Company's former 4½% senior term loan with Rabobank which was due May 2, 2016. The Company received net proceeds of approximately €99.6 million (or approximately \$112.2 million) after debt issuance costs. The provisions of the two term loans were identical in nature. In December 2017, the

## AGCO CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

Company repaid its €200.0 million (or approximately \$239.8 million) term loan. The Company's €100.0 million (or approximately \$119.9 million as of December 31, 2017) remains outstanding. The Company had the ability to prepay the term loans before their maturity date on April 26, 2021. Interest is and was payable on the term loans per annum, equal to the EURIBOR plus a margin ranging from 1.0% to 1.75% based on the Company's net leverage ratio. Interest is and was paid quarterly in arrears. The remaining term loan contains covenants restricting, among other things, the incurrence of indebtedness and the making of certain payments, including dividends, and is subject to acceleration in the event of default. The Company also has to fulfill financial covenants with respect to a total debt to EBITDA ratio and an interest coverage ratio.

**5<sup>7</sup>/<sub>8</sub>% Senior Notes**

The Company's \$305.3 million of 5<sup>7</sup>/<sub>8</sub>% senior notes due December 1, 2021 constitute senior unsecured and unsubordinated indebtedness. Interest is payable on the notes semi-annually in arrears. At any time prior to September 1, 2021, the Company may redeem the notes, in whole or in part from time to time, at its option, at a redemption price equal to the greater of (i) 100% of the principal amount plus accrued and unpaid interest, including additional interest, if any, to, but excluding, the redemption date, or (ii) the sum of the present values of the remaining scheduled payments of principal and interest (exclusive of interest accrued to the date of redemption) discounted to the redemption date at the treasury rate plus 0.5%, plus accrued and unpaid interest, including additional interest, if any. Beginning September 1, 2021, the Company may redeem the notes, in whole or in part from time to time, at its option, at a redemption price equal to 100% of the principal amount plus accrued and unpaid interest, including additional interest, if any. As is more fully described in Note 11, the Company entered into an interest rate swap in 2015 to convert the senior notes' fixed interest rate to a floating interest rate over the remaining life of the senior notes. During the second quarter of 2016, the Company terminated the interest rate swap. As a result, the Company recorded a deferred gain of approximately \$7.3 million associated with the termination, which will be amortized as a reduction to "Interest expense, net" over the remaining term of the 5<sup>7</sup>/<sub>8</sub>% senior notes through December 1, 2021. As of December 31, 2017 and 2016, the unamortized portion of the deferred gain was approximately \$5.3 million and \$6.6 million, respectively. The amortization for 2017 and 2016 was approximately \$1.3 million and \$0.7 million, respectively.

**Senior Term Loans Due Between 2019 and 2026**

In October 2016, the Company borrowed an aggregate amount of €375.0 million (or approximately \$449.7 million as of December 31, 2017) through a group of seven related term loan agreements. The Company received net proceeds of approximately €373.2 million (or approximately \$409.5 million as of October 19, 2016) after debt issuance costs and were used to repay borrowings made under the Company's revolving credit facility. The provisions of the term loan agreements are identical in nature, with the exception of interest rate terms and maturities. The Company has the ability to prepay the term loans before their maturity dates. Interest is payable on the term loans in arrears either semi-annually or annually as provided below (in millions):

<b>Maturity Date</b>	<b>Floating or Fixed Interest Rate</b>	<b>Interest Rate</b>	<b>Interest Payment</b>	<b>Term Loan Amount</b>
October 19, 2019	Floating	EURIBOR + 0.75%	Semi-Annually	€ 1.0
October 19, 2019	Fixed	0.75%	Annually	55.0
October 19, 2021	Floating	EURIBOR + 1.00%	Semi-Annually	25.5
October 19, 2021	Fixed	1.00%	Annually	166.5
October 19, 2023	Floating	EURIBOR + 1.25%	Semi-Annually	1.0
October 19, 2023	Fixed	1.33%	Annually	73.5
October 19, 2026	Fixed	1.98%	Annually	52.5
				€ 375.0

The term loans contain covenants restricting, among other things, the incurrence of indebtedness and the making of certain payments, including dividends, and is subject to acceleration in the event of default.



## AGCO CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

**Standby Letters of Credit and Similar Instruments**

The Company has arrangements with various banks to issue standby letters of credit or similar instruments, which guarantee the Company's obligations for the purchase or sale of certain inventories and for potential claims exposure for insurance coverage. At December 31, 2017 and 2016, outstanding letters of credit totaled \$15.2 million and \$17.1 million, respectively.

**8. Employee Benefit Plans**

The Company sponsors defined benefit pension plans covering certain employees, principally in the United Kingdom, the United States, Germany, Switzerland, Finland, France, Norway and Argentina. The Company also provides certain postretirement health care and life insurance benefits for certain employees, principally in the United States and Brazil.

The Company also maintains an Executive Nonqualified Pension Plan ("ENPP"), which provides certain U.S.-based senior executives with retirement income for a period of 15 years or up to a lifetime annuity, if certain requirements are met. Benefits under the ENPP vest if the participant has attained age 50 with at least ten years of service (five years of which include years of participation in the ENPP), but are not payable until the participant reaches age 65. The lifetime annuity benefit generally will be available only to participants who retire on or after reaching normal retirement age and otherwise have a vested benefit under the ENPP. The ENPP is an unfunded, nonqualified defined benefit pension plan.

Net annual pension costs for the years ended December 31, 2017, 2016 and 2015 for the Company's defined benefit pension plans and ENPP are set forth below (in millions):

<b>Pension benefits</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>
Service cost	\$ 17.1	\$ 16.2	\$ 18.7
Interest cost	20.6	24.6	31.2
Expected return on plan assets	(35.9)	(38.8)	(44.4)
Amortization of net actuarial losses	13.4	10.0	8.0
Amortization of prior service cost	1.2	1.0	0.4
Net loss recognized due to settlement	0.2	0.4	0.2
Net gain recognized due to curtailment	—	(0.1)	—
Special termination benefits	—	—	0.5
Net annual pension cost	<u>\$ 16.6</u>	<u>\$ 13.3</u>	<u>\$ 14.6</u>

## AGCO CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

The weighted average assumptions used to determine the net annual pension costs for the Company's defined benefit pension plans and ENPP for the years ended December 31, 2017, 2016 and 2015 are as follows:

	2017	2016	2015
<b>All plans:</b>			
Weighted average discount rate	2.7%	3.6%	3.5%
Weighted average expected long-term rate of return on plan assets	5.8%	6.8%	6.8%
Rate of increase in future compensation	1.5%-5.0%	2.0%-5.0%	2.25%-5.0%
<b>U.S.-based plans:</b>			
Weighted average discount rate	4.25%	4.60%	4.15%
Weighted average expected long-term rate of return on plan assets <sup>(1)</sup>	6.0%	6.0%	6.0%
Rate of increase in future compensation <sup>(2)</sup>	5.0%	5.0%	5.0%

(1) Applicable for U.S. funded, qualified plans.

(2) Applicable for U.S. unfunded, nonqualified plan.

Net annual postretirement benefit costs, and the weighted average discount rate used to determine them, for the years ended December 31, 2017, 2016 and 2015 are set forth below (in millions, except percentages):

<b>Postretirement benefits</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>
Service cost	\$ 0.1	\$ —	\$ —
Interest cost	1.4	1.4	1.3
Amortization of prior service cost	0.2	0.2	0.2
Amortization of net actuarial losses	0.1	—	0.1
Net annual postretirement benefit cost	<u>\$ 1.8</u>	<u>\$ 1.6</u>	<u>\$ 1.6</u>
Weighted average discount rate	<u>5.3%</u>	<u>5.1%</u>	<u>4.6%</u>

## AGCO CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

The following tables set forth reconciliations of the changes in benefit obligation, plan assets and funded status as of December 31, 2017 and 2016 (in millions):

<b>Change in benefit obligation</b>	<b>Pension and ENPP Benefits</b>		<b>Postretirement Benefits</b>	
	<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>
Benefit obligation at beginning of year	\$ 849.8	\$ 844.4	\$ 28.6	\$ 27.3
Service cost	17.1	16.2	0.1	—
Interest cost	20.6	24.6	1.4	1.4
Plan participants' contributions	1.1	1.1	—	—
Actuarial losses	0.5	121.9	1.8	0.6
Amendments	—	3.3	—	—
Settlements	(0.7)	(3.8)	—	—
Curtailments	—	(0.4)	—	—
Benefits paid	(42.6)	(44.1)	(1.6)	(1.2)
Foreign currency exchange rate changes	70.9	(113.4)	(0.1)	0.5
Benefit obligation at end of year	\$ 916.7	\$ 849.8	\$ 30.2	\$ 28.6

<b>Change in plan assets</b>	<b>Pension and ENPP Benefits</b>		<b>Postretirement Benefits</b>	
	<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>
Fair value of plan assets at beginning of year	\$ 601.7	\$ 630.7	\$ —	\$ —
Actual return on plan assets	47.3	84.4	—	—
Employer contributions	30.3	31.3	1.6	1.2
Plan participants' contributions	1.1	1.1	—	—
Benefits paid	(42.6)	(44.1)	(1.6)	(1.2)
Settlements	(0.7)	(3.8)	—	—
Foreign currency exchange rate changes	54.7	(97.9)	—	—
Fair value of plan assets at end of year	\$ 691.8	\$ 601.7	\$ —	\$ —
Funded status	\$ (224.9)	\$ (248.1)	\$ (30.2)	\$ (28.6)
Unrecognized net actuarial losses	360.1	384.7	3.8	2.0
Unrecognized prior service cost	12.2	13.4	3.2	3.4
Accumulated other comprehensive loss	(372.3)	(398.1)	(7.0)	(5.4)
Net amount recognized	\$ (224.9)	\$ (248.1)	\$ (30.2)	\$ (28.6)

Amounts recognized in Consolidated Balance Sheets:

Other current liabilities	(3.9)	(3.5)	(1.6)	(1.5)
Accrued expenses	(2.3)	(1.7)	—	—
Pensions and postretirement health care benefits (noncurrent)	(218.7)	(242.9)	(28.6)	(27.1)
Net amount recognized	\$ (224.9)	\$ (248.1)	\$ (30.2)	\$ (28.6)

## AGCO CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

The following table summarizes the activity in accumulated other comprehensive loss related to the Company's ENPP and defined pension and postretirement benefit plans during the years ended December 31, 2017 and 2016 (in millions):

	Before-Tax Amount	Income Tax	After-Tax Amount
Accumulated other comprehensive loss as of December 31, 2015	\$ (336.6)	\$ (87.6)	\$ (249.0)
Prior service cost arising during the year	(3.3)	(0.7)	(2.6)
Net loss recognized due to settlement	0.5	0.1	0.4
Net gain recognized due to curtailment	(0.1)	—	(0.1)
Net actuarial loss arising during the year	(76.5)	(13.6)	(62.9)
Amortization of prior service cost	1.2	0.1	1.1
Amortization of net actuarial losses	10.0	1.4	8.6
Accumulated other comprehensive loss as of December 31, 2016	\$ (404.8)	\$ (100.3)	\$ (304.5)
Net loss recognized due to settlement	0.3	0.1	0.2
Net actuarial gain arising during the year	9.0	2.4	6.6
Amortization of prior service cost	1.4	0.1	1.3
Amortization of net actuarial losses	13.5	2.2	11.3
Accumulated other comprehensive loss as of December 31, 2017	\$ (380.6)	\$ (95.5)	\$ (285.1)

As of December 31, 2017, the Company's accumulated other comprehensive loss included net actuarial losses of approximately \$360.1 million and net prior service cost of approximately \$12.2 million related to the Company's defined benefit pension plans and ENPP. The estimated net actuarial losses and net prior service cost for the defined benefit pension plans and ENPP expected to be amortized from the Company's accumulated other comprehensive loss during the year ended December 31, 2018 are approximately \$12.2 million and \$1.2 million, respectively.

As of December 31, 2017, the Company's accumulated other comprehensive loss included net actuarial losses of approximately \$3.8 million and net prior service cost of approximately \$3.2 million related to the Company's U.S. and Brazilian postretirement health care benefit plans. The estimated net actuarial losses and net prior service cost for postretirement health care benefit plans expected to be amortized from the Company's accumulated other comprehensive loss during the year ended December 31, 2018 are approximately \$0.1 million and \$0.2 million, respectively.

The aggregate projected benefit obligation, accumulated benefit obligation and fair value of plan assets for defined benefit pension plans, ENPP and other postretirement plans with accumulated benefit obligations in excess of plan assets were \$946.0 million, \$891.2 million and \$690.8 million, respectively, as of December 31, 2017, and \$877.6 million, \$823.8 million and \$600.9 million, respectively, as of December 31, 2016. The projected benefit obligation, accumulated benefit obligation and fair value of plan assets for the Company's U.S.-based defined benefit pension plans and ENPP with accumulated benefit obligations in excess of plan assets were \$129.6 million, \$111.5 million and \$36.6 million, respectively, as of December 31, 2017, and \$118.1 million, \$101.9 million and \$36.2 million, respectively, as of December 31, 2016. The Company's accumulated comprehensive loss as of December 31, 2017 reflects a reduction in equity of \$379.3 million, net of taxes of \$95.0 million, primarily related to the Company's U.K. pension plan, where the projected benefit obligation exceeded the plan assets. In addition, the Company's accumulated comprehensive loss as of December 31, 2017 reflects a reduction in equity of approximately \$1.3 million, net of taxes of \$0.5 million, related to the Company's GIMA joint venture. The amount represents 50% of GIMA's unrecognized net actuarial losses and unrecognized prior service cost associated with its pension plan. In addition, GIMA recognized a net actuarial loss due to settlements during 2017 of approximately \$0.1 million. The Company's accumulated comprehensive loss as of December 31, 2016 reflected a reduction in equity of \$403.5 million, net of taxes of \$99.8 million, primarily related to the Company's U.K. pension plan, in which the projected benefit obligation exceeded the plan assets. In addition, the Company's accumulated comprehensive loss as of December 31, 2016 reflected a reduction in equity of approximately \$1.3 million, net of taxes of \$0.5 million, related to the Company's GIMA joint venture. This amount represented 50% of GIMA's unrecognized net actuarial losses and unrecognized prior service cost associated with its pension plan. In addition, GIMA recognized a net actuarial loss due to settlements during 2016 of approximately \$0.1 million.

## AGCO CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

The Company's defined benefit pension obligation has been reflected based on the manner in which its defined benefit plans are being administered. The obligation and resulting liability is calculated employing both actuarial and legal assumptions. These assumptions include, but are not limited to, future inflation, the return on pension assets, discount rates, life expectancy and potential salary increases. There are also assumptions related to the manner in which individual benefit plan benefits are calculated, which are legal in nature and include, but are not limited to, member eligibility, years of service and the uniformity of both guaranteed minimum pension benefits and member normal retirement ages for men and women. In the event that any of these assumptions or the administration approach are proven to be different from the Company's current interpretations and approach, there could be material increases in the Company's defined benefit pension obligation and the related amounts and timing of future contributions to be paid by the Company.

The weighted average assumptions used to determine the benefit obligation for the Company's defined benefit pension plans and ENPP as of December 31, 2017 and 2016 are as follows:

	2017	2016
<b>All plans:</b>		
Weighted average discount rate	2.5%	2.7%
Rate of increase in future compensation	1.75%-5.0%	1.5%-5.0%
<b>U.S.-based plans:</b>		
Weighted average discount rate	3.70%	4.25%
Rate of increase in future compensation <sup>(1)</sup>	5.0%	5.0%

(1) Applicable for U.S. unfunded, nonqualified plan.

The weighted average discount rate used to determine the benefit obligation for the Company's postretirement benefit plans for the years ended December 31, 2017 and 2016 was 4.9% and 5.3%, respectively.

For the years ended December 31, 2017, 2016 and 2015, the Company used a globally consistent methodology to set the discount rate in the countries where its largest benefit obligations exist. In the United States, the United Kingdom and the Euro Zone, the Company constructed a hypothetical bond portfolio of high-quality corporate bonds and then applied the cash flows of the Company's benefit plans to those bond yields to derive a discount rate. The bond portfolio and plan-specific cash flows vary by country, but the methodology in which the portfolio is constructed is consistent. In the United States, the bond portfolio is large enough to result in taking a "settlement approach" to derive the discount rate, in which high-quality corporate bonds are assumed to be purchased and the resulting coupon payments and maturities are used to satisfy the Company's U.S. pension plans' projected benefit payments. In the United Kingdom and the Euro Zone, the discount rate is derived using a "yield curve approach," in which an individual spot rate, or zero coupon bond yield, for each future annual period is developed to discount each future benefit payment and, thereby, determine the present value of all future payments. Under the settlement and yield curve approaches, the discount rate is set to equal the single discount rate that produces the same present value of all future payments. Effective January 1, 2016, the Company adopted a spot yield curve to determine the discount rate in the United Kingdom to measure the plan's service cost and interest cost for the year ended December 31, 2016. Previously, the Company had utilized a single weighted-average discount rate derived from the "yield curve approach" to measure the plan's benefit obligation, service cost and interest cost. Since 2016, the Company has elected to utilize an approach that discounts the individual expected cash flows underlying benefit obligation and service cost using the applicable spot rates derived from the yield curve over the projected cash flow period.

## AGCO CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

For measuring the expected U.S. postretirement benefit obligation at December 31, 2017, the Company assumed a 6.75% health care cost trend rate for 2018 decreasing to 5.0% by 2025. For measuring the expected U.S. postretirement benefit obligation at December 31, 2016, the Company assumed a 7.0% health care cost trend rate for 2017 decreasing to 5.0% by 2025. For measuring the Brazilian postretirement benefit plan obligation at December 31, 2017, the Company assumed an 11.0% health care cost trend rate for 2018, decreasing to 5.3% by 2029. For measuring the Brazilian postretirement benefit plan obligation at December 31, 2016, the Company assumed an 11.8% health care cost trend rate for 2017, decreasing to 6.1% by 2028. Changing the assumed health care cost trend rates by one percentage point each year and holding all other assumptions constant would have had the following effect to service and interest cost for 2017 and the accumulated postretirement benefit obligation for both the U.S. and Brazilian postretirement plans at December 31, 2017 (in millions):

	<b>One Percentage Point Increase</b>	<b>One Percentage Point Decrease</b>
Effect on service and interest cost	\$ 0.2	\$ (0.1)
Effect on accumulated postretirement benefit obligation	\$ 3.9	\$ (3.2)

The Company currently estimates its minimum contributions and benefit payments to its U.S.-based underfunded defined benefit pension plans and unfunded ENPP for 2018 will aggregate approximately \$3.1 million. The Company currently estimates its benefit payments for 2018 to its U.S.-based postretirement health care and life insurance benefit plans will aggregate approximately \$1.6 million and its benefit payments for 2018 to its Brazilian postretirement health care benefit plans will aggregate approximately less than \$0.1 million. The Company currently estimates its minimum contributions for underfunded plans and benefit payments for unfunded plans for 2018 to its non-U.S.-based defined benefit pension plans will aggregate approximately \$29.8 million, of which approximately \$20.6 million relates to its U.K. pension plan.

During 2017, approximately \$43.3 million of benefit payments were made related to the Company's defined benefit pension plans and ENPP. At December 31, 2017, the aggregate expected benefit payments for the Company's defined benefit pension plans and ENPP are as follows (in millions):

2018	\$ 47.6
2019	46.6
2020	48.5
2021	49.4
2022	50.0
2023 through 2027	271.6
	<u>\$ 513.7</u>

During 2017, approximately \$1.6 million of benefit payments were made related to the Company's U.S. and Brazilian postretirement benefit plans. At December 31, 2017, the aggregate expected benefit payments for the Company's U.S. and Brazilian postretirement benefit plans are as follows (in millions):

2018	\$ 1.6
2019	1.7
2020	1.7
2021	1.8
2022	1.8
2023 through 2027	9.4
	<u>\$ 18.0</u>

## AGCO CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

**Investment Strategy and Concentration of Risk**

The weighted average asset allocation of the Company's U.S. pension benefit plans as of December 31, 2017 and 2016 are as follows:

<b>Asset Category</b>	<b>2017</b>	<b>2016</b>
Large and small cap domestic equity securities	31%	29%
International equity securities	12%	11%
Domestic fixed income securities	43%	42%
Other investments	14%	18%
<b>Total</b>	<b>100%</b>	<b>100%</b>

The weighted average asset allocation of the Company's non-U.S. pension benefit plans as of December 31, 2017 and 2016 are as follows:

<b>Asset Category</b>	<b>2017</b>	<b>2016</b>
Equity securities	40%	39%
Fixed income securities	53%	54%
Other investments	7%	7%
<b>Total</b>	<b>100%</b>	<b>100%</b>

The Company categorizes its pension plan assets into one of three levels based on the assumptions used in valuing the asset. See Note 13 for a discussion of the fair value hierarchy as per the guidance in ASC 820, "Fair Value Measurements" ("ASC 820"). The Company's valuation techniques are designed to maximize the use of observable inputs and minimize the use of unobservable inputs. The Company uses the following valuation methodologies to measure the fair value of its pension plan assets:

*Equity Securities:* Equity securities are valued on the basis of the closing price per unit on each business day as reported on the applicable exchange.

*Fixed Income:* Fixed income securities are valued using the closing prices in the active market in which the fixed income investment trades. Fixed income funds are valued using the net asset value of the fund, which is based on the fair value of the underlying securities.

*Cash:* These investments primarily consist of short-term investment funds which are valued using the net asset value.

*Alternative Investments:* These investments are reported at fair value as determined by the general partner of the alternative investment. The "market approach" valuation technique is used to value investments in these funds. The funds typically are open-end funds as they generally offer subscription and redemption options to investors. The frequency of such subscriptions or redemptions is dictated by each fund's governing documents. The amount of liquidity provided to investors in a particular fund generally is consistent with the liquidity and risk associated with the underlying portfolio (i.e., the more liquid the investments in the portfolio, the greater the liquidity provided to investors). Liquidity of individual funds varies based on various factors and may include "gates," "holdbacks" and "side pockets" imposed by the manager of the fund, as well as redemption fees that may also apply. Investments in these funds typically are valued utilizing the net asset valuations provided by their underlying investment managers, general partners or administrators. The funds consider subscription and redemption rights, including any restrictions on the disposition of the interest, in its determination of the fair value.

*Insurance Contracts:* Insurance contracts are valued using current prevailing interest rates.

**AGCO CORPORATION**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)**

The fair value of the Company's pension assets as of December 31, 2017 is as follows (in millions):

	<b>Total</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
<b>Equity securities:</b>				
Global equities	\$ 121.7	\$ 121.7	\$ —	\$ —
Non-U.S. equities	4.3	4.3	—	—
U.K. equities	129.9	129.9	—	—
U.S. large cap equities	6.9	6.9	—	—
U.S. small cap equities	4.4	4.4	—	—
<b>Total equity securities</b>	<b>267.2</b>	<b>267.2</b>	<b>—</b>	<b>—</b>
<b>Fixed income:</b>				
Aggregate fixed income	136.0	136.0	—	—
International fixed income	214.4	214.4	—	—
<b>Total fixed income share<sup>(1)</sup></b>	<b>350.4</b>	<b>350.4</b>	<b>—</b>	<b>—</b>
<b>Alternative investments:</b>				
Private equity fund	2.4	—	—	2.4
Hedge funds measured at net asset value <sup>(4)</sup>	34.8	—	—	—
<b>Total alternative investments<sup>(2)</sup></b>	<b>37.2</b>	<b>—</b>	<b>—</b>	<b>2.4</b>
Miscellaneous funds <sup>(3)</sup>	25.4	—	—	25.4
Cash and equivalents measured at net asset value <sup>(4)</sup>	11.6	—	—	—
<b>Total assets</b>	<b>\$ 691.8</b>	<b>\$ 617.6</b>	<b>\$ —</b>	<b>\$ 27.8</b>

(1) 30% of "fixed income" securities are in investment-grade corporate bonds; 29% are in government treasuries; 15% are in foreign securities; 13% are in high-yield securities; and 13% are in other various fixed income securities.

(2) 39% of "alternative investments" are in relative value funds; 26% are in long-short equity funds; 21% are in event-driven funds; 8% are distributed in hedged and non-hedged funds; and 6% are in credit funds.

(3) "Miscellaneous funds" is comprised of insurance contracts in Finland, Norway and Switzerland.

(4) Certain investments that are measured at fair value using the net asset value per share (or its equivalent) practical expedient have not been categorized in the fair value hierarchy.

The following is a reconciliation of Level 3 assets as of December 31, 2017 (in millions):

	<b>Total</b>	<b>Alternative Investments</b>	<b>Miscellaneous Funds</b>
Beginning balance as of December 31, 2016	\$ 23.8	\$ 2.4	\$ 21.4
<b>Actual return on plan assets:</b>			
(a) Relating to assets still held at reporting date	(2.3)	(0.1)	(2.2)
(b) Relating to assets sold during period	—	—	—
Purchases, sales and /or settlements	3.4	0.1	3.3
Foreign currency exchange rate changes	2.9	—	2.9
<b>Ending balance as of December 31, 2017</b>	<b>\$ 27.8</b>	<b>\$ 2.4</b>	<b>\$ 25.4</b>



**AGCO CORPORATION**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)**

The fair value of the Company's pension assets as of December 31, 2016 is as follows (in millions):

	<b>Total</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
<b>Equity securities:</b>				
Global equities	\$ 103.6	\$ 103.6	\$ —	\$ —
Non-U.S. equities	4.1	4.1	—	—
U.K. equities	109.1	109.1	—	—
U.S. large cap equities	6.2	6.2	—	—
U.S. small cap equities	4.3	4.3	—	—
<b>Total equity securities</b>	<b>227.3</b>	<b>227.3</b>	<b>—</b>	<b>—</b>
<b>Fixed income:</b>				
Aggregate fixed income	118.0	118.0	—	—
International fixed income	191.9	191.9	—	—
<b>Total fixed income share<sup>(1)</sup></b>	<b>309.9</b>	<b>309.9</b>	<b>—</b>	<b>—</b>
<b>Alternative investments:</b>				
Private equity fund	2.4	—	—	2.4
Hedge funds measured at net asset value <sup>(4)</sup>	34.4	—	—	—
<b>Total alternative investments<sup>(2)</sup></b>	<b>36.8</b>	<b>—</b>	<b>—</b>	<b>2.4</b>
Miscellaneous funds <sup>(3)</sup>	21.4	—	—	21.4
Cash and equivalents measured at net asset value <sup>(4)</sup>	6.3	—	—	—
<b>Total assets</b>	<b>\$ 601.7</b>	<b>\$ 537.2</b>	<b>\$ —</b>	<b>\$ 23.8</b>

- (1) 31% of "fixed income" securities are in foreign securities; 25% are in government treasuries; 19% are in investment-grade corporate bonds; 13% are in high-yield securities; and 12% are in other various fixed income securities.
- (2) 32% of "alternative investments" are in relative value funds; 27% are in long-short equity funds; 23% are in event-driven funds; 12% are distributed in hedged and non-hedged funds; and 6% are in credit funds.
- (3) "Miscellaneous funds" is comprised of insurance contracts in Finland, Norway and Switzerland.
- (4) Certain investments that are measured at fair value using the net asset value per share (or its equivalent) practical expedient have not been categorized in the fair value hierarchy.

The following is a reconciliation of Level 3 assets as of December 31, 2016 (in millions):

	<b>Total</b>	<b>Alternative Investments</b>	<b>Miscellaneous Funds</b>
Beginning balance as of December 31, 2015	\$ 24.1	\$ 2.4	\$ 21.7
<b>Actual return on plan assets:</b>			
(a) Relating to assets still held at reporting date	1.0	—	1.0
(b) Relating to assets sold during period	—	—	—
Purchases, sales and /or settlements	(0.8)	—	(0.8)
Foreign currency exchange rate changes	(0.5)	—	(0.5)
<b>Ending balance as of December 31, 2016</b>	<b>\$ 23.8</b>	<b>\$ 2.4</b>	<b>\$ 21.4</b>

All tax-qualified pension fund investments in the United States are held in the AGCO Corporation Master Pension Trust. The Company's global pension fund strategy is to diversify investments across broad categories of equity and fixed income securities with appropriate use of alternative investment categories to minimize risk and volatility. The primary investment objective of the Company's pension plans is to secure participant retirement benefits. As such, the key objective in the pension plans' financial management is to promote stability and, to the extent appropriate, growth in funded status.

The investment strategy for the plans' portfolio of assets balances the requirement to generate returns with the need to control risk. The asset mix is recognized as the primary mechanism to influence the reward and risk structure of the pension fund investments in an effort to accomplish the plans' funding objectives. The overall investment strategy for the U.S.-based pension plans is to achieve a mix of approximately 15% of assets for the near-term benefit payments and 85% for longer-term

## AGCO CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

growth. The overall U.S. pension funds invest in a broad diversification of asset types. The Company's U.S. target allocation of retirement fund investments is 30% large- and small-cap domestic equity securities, 12% international equity securities, 44% broad fixed income securities and 14% in alternative investments. The Company has noted that over very long periods, this mix of investments would achieve an average return of approximately 6.4%. In arriving at the choice of an expected return assumption of 6.0% for its U.S. plans for the year ended December 31, 2018, the Company has tempered this historical indicator with lower expectations for returns and changes to investments in the future as well as the administrative costs of the plans. The overall investment strategy for the non-U.S. based pension plans is to achieve a mix of approximately 30% of assets for the near-term benefit payments and 70% for longer-term growth. The overall non-U.S. pension funds invest in a broad diversification of asset types. The Company's non-U.S. target allocation of retirement fund investments is 40% equity securities, 55% broad fixed income investments and 5% in alternative investments. The majority of the Company's non-U.S. pension fund investments are related to the Company's pension plan in the United Kingdom. The Company has noted that over very long periods, this mix of investments would achieve an average return of approximately 6.0%. In arriving at the choice of an expected return assumption of 5.5% for its U.K.-based plans for the year ended December 31, 2018, the Company has tempered this historical indicator with lower expectations for returns and changes to investments in the future as well as the administrative costs of the plans.

Equity securities primarily include investments in large-cap and small-cap companies located across the globe. Fixed income securities include corporate bonds of companies from diversified industries, mortgage-backed securities, agency mortgages, asset-backed securities and government securities. Alternative and other assets include investments in hedge fund of funds that follow diversified investment strategies. To date, the Company has not invested pension funds in its own stock and has no intention of doing so in the future.

Within each asset class, careful consideration is given to balancing the portfolio among industry sectors, geographies, interest rate sensitivity, dependence on economic growth, currency and other factors affecting investment returns. The assets are managed by professional investment firms, who are bound by precise mandates and are measured against specific benchmarks. Among asset managers, consideration is given, among others, to balancing security concentration, issuer concentration, investment style and reliance on particular active investment strategies.

The Company participates in a small number of multiemployer plans in the Netherlands and Sweden. The Company has assessed and determined that none of the multiemployer plans which it participates in are individually, or in the aggregate, significant to the Company's Consolidated Financial Statements. The Company does not expect to incur a withdrawal liability or expect to significantly increase its contributions over the remainder of the multiemployer plans' contract periods.

The Company maintains separate defined contribution plans covering certain employees, primarily in the United States, the United Kingdom and Brazil. Under the plans, the Company contributes a specified percentage of each eligible employee's compensation. The Company contributed approximately \$12.3 million, \$11.6 million and \$12.0 million for the years ended December 31, 2017, 2016 and 2015, respectively.

## 9. Stockholders' Equity

### *Common Stock*

At December 31, 2017, the Company had 150,000,000 authorized shares of common stock with a par value of \$0.01 per share, with approximately 79,553,825 shares of common stock outstanding and approximately 4,053,539 shares reserved for issuance under the Company's 2006 Long-Term Incentive Plan (the "2006 Plan") (Note 10).

### *Share Repurchase Program*

During 2012, 2013, 2014 and 2016, the Company's Board of Directors approved several share repurchase authorizations under which the Company is permitted to repurchase up to \$1,350.0 million of shares of its common stock.

## AGCO CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

During 2016 and 2015, the Company repurchased 4,413,250 and 5,541,930 shares of its common stock, respectively, for approximately \$212.5 million and \$287.5 million, respectively, either through Accelerated Share Repurchase (“ASR”) agreements with financial institutions or through open market transactions. During 2017, the Company received approximately 70,464 shares associated with the remaining balance of shares to be delivered under an ASR agreement that was completed in November 2016. All shares received under the ASR agreements were retired upon receipt, and the excess of the purchase price over par value per share was recorded to “Additional paid-in capital” within the Company’s Consolidated Balance Sheets.

As of December 31, 2017, the remaining amount authorized to be repurchased is approximately \$331.4 million. The authorization for \$300.0 million of this amount will expire in December 2019. The remaining amount authorized has no expiration date.

**Dividends**

The Company’s Board of Directors has declared and the Company has paid quarterly cash dividends of \$0.12 per common share beginning in the first quarter of 2015, \$0.13 per common share beginning the first quarter of 2016, and \$0.14 per common share beginning the first quarter of 2017, respectively, and on January 25, 2018, the Company’s Board of Directors approved an increase in the quarterly dividend to \$0.15 per common share beginning the first quarter of 2018.

The following table sets forth changes in accumulated other comprehensive loss by component, net of tax, attributed to AGCO Corporation and its subsidiaries for the years ended December 31, 2017 and 2016 (in millions):

	<b>Defined Benefit Pension Plans</b>	<b>Cumulative Translation Adjustment</b>	<b>Deferred Net Gains (Losses) on Derivatives</b>	<b>Total</b>
Accumulated other comprehensive loss, December 31, 2015	\$ (249.0)	\$ (1,209.2)	\$ (2.0)	\$ (1,460.2)
Other comprehensive loss before reclassifications	(65.2)	80.8	(7.7)	7.9
Net losses reclassified from accumulated other comprehensive loss	9.7	—	1.0	10.7
Other comprehensive (loss) income, net of reclassification adjustments	(55.5)	80.8	(6.7)	18.6
Accumulated other comprehensive loss, December 31, 2016	(304.5)	(1,128.4)	(8.7)	(1,441.6)
Other comprehensive income before reclassifications	6.8	56.6	2.0	65.4
Net losses reclassified from accumulated other comprehensive loss	12.6	—	2.0	14.6
Other comprehensive income, net of reclassification adjustments	19.4	56.6	4.0	80.0
Accumulated other comprehensive loss, December 31, 2017	<u>\$ (285.1)</u>	<u>\$ (1,071.8)</u>	<u>\$ (4.7)</u>	<u>\$ (1,361.6)</u>

## AGCO CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

The following table sets forth reclassification adjustments out of accumulated other comprehensive loss by component attributed to AGCO Corporation and its subsidiaries for the years ended December 31, 2017 and 2016 (in millions):

Details about Accumulated Other Comprehensive Loss Components	Amount Reclassified from Accumulated Other Comprehensive Loss		Affected Line Item within the Consolidated Statements of Operations
	Year ended December 31, 2017 <sup>(1)</sup>	Year ended December 31, 2016 <sup>(1)</sup>	
<b>Derivatives:</b>			
Net gains on foreign currency contracts	\$ (0.2)	\$ (1.0)	Cost of goods sold
Net losses on interest rate contract	2.4	2.0	Interest expense, net
Reclassification before tax	2.2	1.0	
	(0.2)	—	Income tax provision
Reclassification net of tax	\$ 2.0	\$ 1.0	
<b>Defined benefit pension plans:</b>			
Amortization of net actuarial losses	\$ 13.5	\$ 10.0	<sup>(2)</sup>
Amortization of prior service cost	1.4	1.2	<sup>(2)</sup>
Reclassification before tax	14.9	11.2	
	(2.3)	(1.5)	Income tax provision
Reclassification net of tax	\$ 12.6	\$ 9.7	
<b>Net losses reclassified from accumulated other comprehensive loss</b>	<b>\$ 14.6</b>	<b>\$ 10.7</b>	

(1) (Gains) losses included within the Consolidated Statements of Operations for the years ended December 31, 2017 and 2016, respectively.

(2) These accumulated other comprehensive loss components are included in the computation of net periodic pension and postretirement benefit cost. See Note 8 to the Company's Consolidated Financial Statements.

## AGCO CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

**10. Stock Incentive Plan**

Under the 2006 Plan, up to 10,000,000 shares of AGCO common stock may be issued. As of December 31, 2017, of the 10,000,000 shares reserved for issuance under the 2006 Plan, approximately 4,053,539 shares were available for grant, assuming the maximum number of shares are earned related to the performance award grants discussed below. The 2006 Plan allows the Company, under the direction of the Board of Directors' Compensation Committee, to make grants of performance shares, stock appreciation rights, stock options, restricted stock units and restricted stock awards to employees, officers and non-employee directors of the Company.

***Long-Term Incentive Plan and Related Performance Awards***

The Company's primary long-term incentive plan is a performance share plan that provides for awards of shares of the Company's common stock based on achieving financial targets, such as targets for earnings per share, return on invested capital, operating margin and selling, general and administrative expenses and overhead levels, as determined by the Company's Board of Directors. The stock awards under the 2006 Plan are earned over a performance period, and the number of shares earned is determined based on annual cumulative or average results for the specified period, depending on the measurement. Performance periods for the Company's primary long-term incentive plan are consecutive and overlapping three-year cycles, and performance targets are set at the beginning of each cycle. The primary long-term incentive plan provides for participants to earn 33% to 200% of the target awards depending on the actual performance achieved, with no shares earned if performance is below the established minimum target. Awards earned under the 2006 Plan are paid in shares of common stock at the end of each performance period. The compensation expense associated with these awards is amortized ratably over the vesting or performance period based on the Company's projected assessment of the level of performance that will be achieved and earned.

Compensation expense recorded during 2017, 2016 and 2015 with respect to awards granted was based upon the stock price as of the grant date. The weighted average grant-date fair value of performance awards granted under the 2006 Plan during 2017, 2016 and 2015 was as follows:

	Years Ended December 31,		
	2017	2016	2015
Weighted average grant-date fair value	\$ 61.94	\$ 47.93	\$ 45.54

During 2017, the Company granted 539,598 performance awards related to varying performance periods. The awards granted assume the maximum target level of performance is achieved.

Performance award transactions during 2017 were as follows and are presented as if the Company were to achieve its maximum levels of performance under the plan:

Shares awarded but not earned at January 1	1,982,120
Shares awarded	539,598
Shares forfeited or unearned	(876,640)
Shares earned and vested	—
Shares awarded but not earned at December 31	<u>1,645,078</u>

The 2006 Plan allows for the participant to have the option of forfeiting a portion of the shares awarded in lieu of a cash payment contributed to the participant's tax withholding to satisfy the participant's statutory minimum federal, state and employment taxes which would be payable at the time of grant. Based on the level of performance achieved as of December 31, 2017 and 2016, no shares were earned and vested or issued.

During 2017, the Company recorded approximately \$4.8 million of accelerated stock compensation expense associated with a stock award declined by the Company's Chief Executive Officer.

As of December 31, 2017, the total compensation cost related to unearned performance awards not yet recognized, assuming the Company's current projected assessment of the level of performance that will be achieved and earned, was approximately \$35.5 million, and the weighted average period over which it is expected to be recognized is approximately two

## AGCO CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

years. This estimate is based on the current projected levels of performance of outstanding awards. The compensation cost not yet recognized could be higher or lower based on actual achieved levels of performance.

**Restricted Stock Units**

During the year ended December 31, 2017, the Company granted 111,166 restricted stock unit (“RSU”) awards. These awards entitle the participant to receive one share of the Company’s common stock for each RSU granted and vest one-third per year over a three-year requisite service period. Dividends on grants prior to January 2016 will accrue on all unvested grants until the end of each vesting date within this grant’s three-year requisite service period. Subsequent grants do not accrue dividends. The compensation expense associated with these awards is being amortized ratably over the requisite service period for the awards that are expected to vest. The weighted average grant-date fair value of the RSUs granted under the 2006 Plan during the year ended December 31, 2017 and 2016 was \$61.99 and \$45.10, respectively. RSU transactions during the year ended December 31, 2017 were as follows:

Shares awarded but not vested at January 1	222,730
Shares awarded	111,166
Shares forfeited	(7,783)
Shares vested	(88,645)
Shares awarded but not vested at December 31	<u>237,468</u>

As of December 31, 2017, the total compensation cost related to the unvested RSUs not yet recognized was approximately \$6.9 million, and the weighted average period over which it is expected to be recognized is approximately two years.

**Stock-settled Appreciation Rights**

In addition to the performance share plans, certain executives and key managers are eligible to receive grants of SSARs. The SSARs provide a participant with the right to receive the aggregate appreciation in stock price over the market price of the Company’s common stock at the date of grant, payable in shares of the Company’s common stock. The participant may exercise his or her SSARs at any time after the grant is vested but no later than seven years after the date of grant. The SSARs vest ratably over a four-year period from the date of grant. SSAR award grants made to certain executives and key managers under the 2006 Plan are made with the base price equal to the price of the Company’s common stock on the date of grant. The Company recorded stock compensation expense of approximately \$3.0 million, \$3.8 million and \$5.0 million associated with SSAR award grants during 2017, 2016 and 2015, respectively. The compensation expense associated with these awards is being amortized ratably over the vesting period. The Company estimated the fair value of the grants using the Black-Scholes option pricing model.

The weighted average grant-date fair value of SSARs granted under the 2006 Plan and the weighted average assumptions under the Black-Scholes option model were as follows for the years ended December 31, 2017, 2016 and 2015:

	Years Ended December 31,		
	2017	2016	2015
Weighted average grant-date fair value	\$ 11.45	\$ 7.98	\$ 7.41
Weighted average assumptions under Black-Scholes option model:			
Expected life of awards (years)	3.0	3.0	3.0
Risk-free interest rate	1.5%	1.1%	0.9%
Expected volatility	25.9%	25.9%	25.9%
Expected dividend yield	0.9%	1.1%	1.1%

## AGCO CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

SSAR transactions during the year ended December 31, 2017 were as follows:

SSARs outstanding at January 1	1,458,611
SSARs granted	286,200
SSARs exercised	(670,269)
SSARs canceled or forfeited	(14,350)
SSARs outstanding at December 31	<u>1,060,192</u>
SSAR price ranges per share:	
Granted	\$ 63.47-70.41
Exercised	32.01-55.23
Canceled or forfeited	32.01-63.47
Weighted average SSAR exercise prices per share:	
Granted	\$ 63.51
Exercised	52.04
Canceled or forfeited	48.42
Outstanding at December 31	52.48

At December 31, 2017, the weighted average remaining contractual life of SSARs outstanding was approximately five years. As of December 31, 2017, the total compensation cost related to unvested SSARs not yet recognized was approximately \$4.3 million and the weighted-average period over which it is expected to be recognized is approximately two years.

The following table sets forth the exercise price range, number of shares, weighted average exercise price, and remaining contractual lives by groups of similar price as of December 31, 2017:

Range of Exercise Prices	SSARs Outstanding			SSARs Exercisable	
	Number of Shares	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Exercisable as of December 31, 2017	Weighted Average Exercise Price
\$43.39-\$52.94	614,600	4.1	\$ 46.35	248,975	\$ 47.62
\$55.07-\$70.41	445,592	5.0	\$ 60.94	99,067	\$ 57.11
	<u>1,060,192</u>			<u>348,042</u>	<u>\$ 50.32</u>

The total fair value of SSARs vested during 2017 was approximately \$3.5 million. There were 712,150 SSARs that were not vested as of December 31, 2017. The total intrinsic value of outstanding and exercisable SSARs as of December 31, 2017 was \$20.1 million and \$7.3 million, respectively. The total intrinsic value of SSARs exercised during 2017 was approximately \$10.8 million.

The excess tax benefit realized for tax deductions in the United States related to the exercise of SSARs and vesting of RSU awards under the 2006 Plan was approximately \$0.1 million for the year ended December 31, 2017. The excess tax benefit realized for tax deductions in the United States related to the exercise of SSARs and vesting of RSU awards under the 2006 Plan was less than \$0.1 million for the year ended December 31, 2016. The excess tax benefit realized for tax deductions in the United States related to the exercise of SSARs and vesting of RSU awards under the 2006 Plan was approximately \$0.7 million for the year ended December 31, 2015. The Company realized an insignificant tax benefit from the exercise of SSARs, vesting of performance awards and vesting of RSU awards in certain foreign jurisdictions during the years ended December 31, 2017, 2016 and 2015.

On January 23, 2018, the Company granted 220,900 performance award shares (subject to the Company achieving future target levels of performance), 157,700 SSARs and 111,119 of restricted stock units under the 2006 Plan.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

**Director Restricted Stock Grants**

Pursuant to the 2006 Plan, all non-employee directors receive annual restricted stock grants of the Company's common stock. All restricted stock grants made to the Company's directors are restricted as to transferability for a period of one year. In the event a director departs from the Company's Board of Directors, the non-transferability period expires immediately. The plan allows each director to have the option of forfeiting a portion of the shares awarded in lieu of a cash payment contributed to the participant's tax withholding to satisfy the statutory minimum federal, state and employment taxes that would be payable at the time of grant. The 2017 grant was made on April 27, 2017 and equated to 14,968 shares of common stock, of which 12,066 shares of common stock were issued, after shares were withheld for taxes. The Company recorded stock compensation expense of approximately \$1.0 million during 2017 associated with these grants.

**11. Derivative Instruments and Hedging Activities**

The Company has significant manufacturing operations in the United States, France, Germany, Finland and Brazil, and it purchases a portion of its tractors, combines and components from third-party foreign suppliers, primarily in various European countries and in Japan. The Company also sells products in approximately 150 countries throughout the world. The Company's most significant transactional foreign currency exposures are the Euro, Brazilian real and the Canadian dollar in relation to the United States dollar, and the Euro in relation to the British pound.

The Company attempts to manage its transactional foreign exchange exposure by hedging foreign currency cash flow forecasts and commitments arising from the anticipated settlement of receivables and payables and from future purchases and sales. Where naturally offsetting currency positions do not occur, the Company hedges certain, but not all, of its exposures through the use of foreign currency contracts. The Company's translation exposure resulting from translating the financial statements of foreign subsidiaries into United States dollars may be partially hedged from time to time. The Company's most significant translation exposures are the Euro, the British pound and the Brazilian real in relation to the United States dollar and the Swiss franc in relation to the Euro. When practical, the translation impact is reduced by financing local operations with local borrowings.

The Company uses floating rate and fixed rate debt to finance its operations. The floating rate debt obligations expose the Company to variability in interest payments due to changes in the EURIBOR and LIBOR benchmark interest rates. The Company believes it is prudent to limit the variability of a portion of its interest payments, and to meet that objective, the Company periodically enters into interest rate swaps to manage the interest rate risk associated with the Company's borrowings. The Company designates interest rate contracts used to convert the interest rate exposure on a portion of the Company's debt portfolio from a floating rate to a fixed rate as cash flow hedges, while those contracts converting the Company's interest rate exposure from a fixed rate to a floating rate are designated as fair value hedges.

The Company's senior management establishes the Company's foreign currency and interest rate risk management policies. These policies are reviewed periodically by the Finance Committee of the Company's Board of Directors. The policies allow for the use of derivative instruments to hedge exposures to movements in foreign currency and interest rates. The Company's policies prohibit the use of derivative instruments for speculative purposes.

All derivatives are recognized on the Company's Consolidated Balance Sheets at fair value. On the date the derivative contract is entered into, the Company designates the derivative as either (1) a cash flow hedge of a forecasted transaction, (2) a fair value hedge of a recognized liability, (3) a hedge of a net investment in a foreign operation, or (4) a non-designated derivative instrument.

The Company formally documents all relationships between hedging instruments and hedged items, as well as the risk management objectives and strategy for undertaking various hedge transactions. The Company formally assesses, both at the hedge's inception and on an ongoing basis, whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flow of hedged items or the net investment hedges in foreign operations. When it is determined that a derivative is no longer highly effective as a hedge, hedge accounting is discontinued on a prospective basis.

The Company categorizes its derivative assets and liabilities into one of three levels based on the assumptions used in valuing the asset or liability. See Note 13 for a discussion of the fair value hierarchy as per the guidance in ASC 820. The Company's valuation techniques are designed to maximize the use of observable inputs and minimize the use of unobservable inputs.



**Counterparty Risk**

The Company regularly monitors the counterparty risk and credit ratings of all the counterparties to the derivative instruments. The Company believes that its exposures are appropriately diversified across counterparties and that these counterparties are creditworthy financial institutions. If the Company perceives any risk with a counterparty, then the Company would cease to do business with that counterparty. There have been no negative impacts to the Company from any non-performance of any counterparties.

***Derivative Transactions Designated as Hedging Instruments*****Cash Flow Hedges***Foreign Currency Contracts*

The Company uses cash flow hedges to minimize the variability in cash flows of assets or liabilities or forecasted transactions caused by fluctuations in foreign currency exchange rates. The changes in the fair values of these cash flow hedges are recorded in accumulated other comprehensive loss and are subsequently reclassified into "Cost of goods sold" during the period the sales and purchases are recognized. These amounts offset the effect of the changes in foreign currency rates on the related sale and purchase transactions.

During 2017, 2016 and 2015, the Company designated certain foreign currency contracts as cash flow hedges of expected future sales and purchases. The total notional value of derivatives that were designated as cash flow hedges was \$96.8 million and \$111.2 million as of December 31, 2017 and 2016, respectively.

*Interest Rate Contract*

The Company monitors the mix of short-term and long-term debt regularly. From time to time, the Company manages the risk to interest rate fluctuations through the use of derivative financial instruments. During 2015, the Company entered into an interest rate swap instrument with a notional amount of €312.0 million (or approximately \$374.2 million at December 31, 2017) and an expiration date of June 26, 2020. The swap was designated and accounted for as a cash flow hedge. Under the swap agreement, the Company pays a fixed interest rate of 0.33% plus the applicable margin, and the counterparty to the agreement pays a floating interest rate based on the three-month EURIBOR.

Changes in the fair value of the interest rate swap are recorded in accumulated other comprehensive loss and are subsequently reclassified into "Interest expense, net" as a rate adjustment in the same period in which the related interest on the Company's floating rate term loan facility affects earnings.

**AGCO CORPORATION**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)**

The following table summarizes the after-tax impact that changes in the fair value of derivatives designated as cash flow hedges had on accumulated other comprehensive loss and earnings during 2017, 2016 and 2015 (in millions):

	Gain (Loss) Recognized in Accumulated Other Comprehensive Loss	Recognized in Earnings	
		Classification of Gain (Loss)	Gain (Loss) Reclassified from Accumulated Other Comprehensive Loss into Income
<b>2017</b>			
Foreign currency contracts <sup>(1)</sup>	\$ 2.7	Cost of goods sold	\$ 0.4
Interest rate contract	(0.7)	Interest expense, net	(2.4)
Total	\$ 2.0		\$ (2.0)
<b>2016</b>			
Foreign currency contracts	\$ (2.6)	Cost of goods sold	\$ 1.0
Interest rate contract	(5.1)	Interest expense, net	(2.0)
Total	\$ (7.7)		\$ (1.0)
<b>2015</b>			
Foreign currency contracts	\$ (2.3)	Cost of goods sold	\$ (2.4)
Interest rate contract	(2.3)	Interest expense, net	(0.3)
Total	\$ (4.6)		\$ (2.7)

<sup>(1)</sup> The outstanding contracts as of December 31, 2017 range in maturity through December 2018.

There was no ineffectiveness with respect to the cash flow hedges during the years ended December 31, 2017, 2016 and 2015.

The following table summarizes the activity in accumulated other comprehensive loss related to the derivatives held by the Company during the years ended December 31, 2017, 2016 and 2015 (in millions):

	Before-Tax Amount	Income Tax	After-Tax Amount
Accumulated derivative net losses as of December 31, 2014	\$ (0.2)	\$ (0.1)	\$ (0.1)
Net changes in fair value of derivatives	(6.2)	(1.6)	(4.6)
Net losses reclassified from accumulated other comprehensive loss into income	3.1	0.4	2.7
Accumulated derivative net losses as of December 31, 2015	(3.3)	(1.3)	(2.0)
Net changes in fair value of derivatives	(7.8)	(0.1)	(7.7)
Net losses reclassified from accumulated other comprehensive loss into income	1.0	—	1.0
Accumulated derivative net losses as of December 31, 2016	(10.1)	(1.4)	(8.7)
Net changes in fair value of derivatives	1.9	(0.1)	2.0
Net losses reclassified from accumulated other comprehensive loss into income	2.2	0.2	2.0
Accumulated derivative net losses as of December 31, 2017	\$ (6.0)	\$ (1.3)	\$ (4.7)

## AGCO CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

**Fair Value Hedges**

The Company uses interest rate swap agreements designated as fair value hedges to minimize exposure to changes in the fair value of fixed-rate debt that results from fluctuations in benchmark interest rates. During 2015, the Company entered into an interest rate swap instrument with a notional amount of \$300.0 million and an expiration date of December 1, 2021 designated as a fair value hedge of the Company's 5<sup>7</sup>/<sub>8</sub>% senior notes (Note 7). Under the interest rate swap, the Company paid a floating interest rate based on the three-month LIBOR plus a spread of 4.14% and the counterparty to the agreement paid a fixed interest rate of 5<sup>7</sup>/<sub>8</sub>%. The gains and losses related to changes in the fair value of the interest rate swap were recorded to "Interest expense, net" and offset changes in the fair value of the underlying hedged 5<sup>7</sup>/<sub>8</sub>% senior notes.

During 2016, the Company terminated the existing interest rate swap transaction and received cash proceeds of approximately \$7.3 million. The resulting gain was deferred and is being amortized as a reduction to "Interest expense, net" over the remaining term of the Company's 5<sup>7</sup>/<sub>8</sub>% senior notes through December 1, 2021. Refer to Note 7 for further information.

**Net Investment Hedges**

The Company uses non-derivative and derivative instruments, to hedge a portion of its net investment in foreign operations against adverse movements in exchange rates. For instruments that are designated as hedges of net investments in foreign operations, changes in the fair value of the derivative instruments are recorded in foreign currency translation adjustments, a component of accumulated other comprehensive loss, to offset changes in the value of the net investments being hedged. When the net investment in foreign operations is sold or substantially liquidates, the amounts recorded in accumulated other comprehensive loss are reclassified to earnings. To the extent foreign currency denominated debt is redesignated from a net investment hedge relationship, changes in the value of the foreign currency denominated debt are recorded in earnings through the maturity date.

During 2015, the Company designated its €312.0 million (or approximately \$374.2 million as of December 31, 2017) term loan facility with a maturity date of June 26, 2020 as a hedge of its net investment in foreign operations to offset foreign currency translation gains or losses on the net investment.

The following table summarizes the notional values and the after-tax impact of changes in the fair value of the instrument designated as a net investment hedge (in millions):

	Notional Amount as of		(Loss) Gain Recognized in Accumulated Other Comprehensive Loss for the Years Ended	
	December 31, 2017	December 31, 2016	December 31, 2017	December 31, 2016
	Foreign currency denominated debt	\$ 374.2	\$ 329.2	\$ (45.0)

There was no ineffectiveness with respect to the net investment hedge during the years ended December 31, 2017 and 2016.

**Derivative Transactions Not Designated as Hedging Instruments**

During 2017, 2016 and 2015, the Company entered into foreign currency contracts to economically hedge receivables and payables on the Company and its subsidiaries' balance sheets that are denominated in foreign currencies other than the functional currency. These contracts were classified as non-designated derivative instruments. Gains and losses on such contracts are substantially offset by losses and gains on the remeasurement of the underlying asset or liability being hedged and are immediately recognized into earnings. As of December 31, 2017 and 2016, the Company had outstanding foreign currency contracts with a notional amount of approximately \$1,701.4 million and \$1,550.2 million, respectively.

**AGCO CORPORATION**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)**

The following table summarizes the impact that changes in the fair value of derivatives not designated as hedging instruments had on earnings (in millions):

	Classification of Gain (Loss)	For the Years Ended		
		December 31, 2017	December 31, 2016	December 31, 2015
Foreign currency contracts	Other expense, net	\$ 38.3	\$ (5.7)	\$ (67.3)

The table below sets forth the fair value of derivative instruments as of December 31, 2017 (in millions):

	Asset Derivatives as of December 31, 2017		Liability Derivatives as of December 31, 2017	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Derivative instruments designated as hedging instruments:				
Foreign currency contracts	Other current assets	\$ —	Other current liabilities	\$ 1.2
Interest rate contract	Other noncurrent assets	—	Other noncurrent liabilities	4.8
Derivative instruments not designated as hedging instruments:				
Foreign currency contracts	Other current assets	7.8	Other current liabilities	11.0
Total derivative instruments		<u>\$ 7.8</u>		<u>\$ 17.0</u>

The table below sets forth the fair value of derivative instruments as of December 31, 2016 (in millions):

	Asset Derivatives as of December 31, 2016		Liability Derivatives as of December 31, 2016	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Derivative instruments designated as hedging instruments:				
Foreign currency contracts	Other current assets	\$ 0.2	Other current liabilities	\$ 3.9
Interest rate contract	Other noncurrent assets	—	Other noncurrent liabilities	6.4
Derivative instruments not designated as hedging instruments:				
Foreign currency contracts	Other current assets	6.3	Other current liabilities	3.1
Total derivative instruments		<u>\$ 6.5</u>		<u>\$ 13.4</u>

## AGCO CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

**12. Commitments and Contingencies**

The future payments required under the Company's significant commitments, excluding indebtedness, as of December 31, 2017 are as follows (in millions):

	Payments Due By Period						
	2018	2019	2020	2021	2022	Thereafter	Total
Interest payments related to indebtedness <sup>(1)</sup>	\$ 29.2	\$ 26.8	\$ 47.3	\$ 20.9	\$ 2.5	\$ 5.7	\$ 132.4
Capital lease obligations	5.5	3.8	2.4	1.5	1.1	3.5	17.8
Operating lease obligations	47.5	30.0	21.7	16.3	12.1	39.6	167.2
Unconditional purchase obligations <sup>(2)</sup>	64.4	7.3	2.2	0.9	0.1	—	74.9
Other short-term and long-term obligations <sup>(3)</sup>	105.8	71.0	50.1	60.2	33.1	35.9	356.1
Total contractual cash obligations	\$ 252.4	\$ 138.9	\$ 123.7	\$ 99.8	\$ 48.9	\$ 84.7	\$ 748.4

(1) Estimated interest payments are calculated assuming current interest rates over minimum maturity periods specified in debt agreements. Debt may be repaid sooner or later than such minimum maturity periods (unaudited).

(2) Unconditional purchase obligations exclude routine purchase orders entered into in the normal course of business.

(3) Other short-term and long-term obligations include estimates of future minimum contribution requirements under the Company's U.S. and non-U.S. defined benefit pension and postretirement plans. These estimates are based on current legislation in the countries the Company operates within and are subject to change. Other short-term and long-term obligations also include income tax liabilities related to uncertain income tax positions connected with ongoing income tax audits in various jurisdictions (unaudited).

	Amount of Commitment Expiration Per Period						
	2018	2019	2020	2021	2022	Thereafter	Total
Guarantees	\$ 109.2	\$ 2.8	\$ 2.0	\$ 0.9	\$ 0.2	\$ —	\$ 115.1

**Off-Balance Sheet Arrangements***Guarantees*

The Company maintains a remarketing agreement with its U.S. finance joint venture, whereby the Company is obligated to repurchase repossessed inventory at market values. The Company has an agreement with its U.S. finance joint venture, AGCO Finance LLC, that limits the Company's purchase obligations under this arrangement to \$6.0 million in the aggregate per calendar year. The Company believes that any losses that might be incurred on the resale of this equipment will not materially impact the Company's financial position or results of operations, due to the fair value of the underlying equipment.

At December 31, 2017, the Company has outstanding guarantees of indebtedness owed to third parties of approximately \$115.1 million, primarily related to dealer and end-user financing of equipment. Such guarantees generally obligate the Company to repay outstanding finance obligations owed to financial institutions if dealers or end users default on such loans through 2022. The Company believes the credit risk associated with these guarantees is not material to its financial position or results of operations. Losses under such guarantees historically have been insignificant. In addition, the Company generally would expect to be able to recover a significant portion of the amounts paid under such guarantees from the sale of the underlying financed farm equipment, as the fair value of such equipment is expected to be sufficient to offset a substantial portion of the amounts paid.

*Other*

At December 31, 2017, the Company had outstanding designated and non-designated foreign exchange contracts with a gross notional amount of approximately \$1,798.2 million. The outstanding contracts as of December 31, 2017 range in maturity through December 2018 (Note 11).

The Company sells a majority of its wholesale receivables in North America, Europe and Brazil to its U.S., Canadian, European and Brazilian finance joint ventures. The Company also sells certain accounts receivable under factoring

## AGCO CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

arrangements to financial institutions around the world. The Company reviewed the sale of such receivables and determined that these facilities should be accounted for as off-balance sheet transactions.

Total lease expense under noncancelable operating leases was \$73.0 million, \$76.8 million and \$77.2 million for the years ended December 31, 2017, 2016 and 2015, respectively.

*Contingencies*

The Environmental Protection Agency of Victoria, Australia issued a notice to the Company's Australian subsidiary regarding remediation of contamination of a property located in a suburb of Melbourne, Australia. The property was owned and divested by the subsidiary before the subsidiary was acquired by the Company. The Australian subsidiary is in correspondence with the Environmental Protection Agency concerning the notice. At this time, the Company is not able to determine whether the subsidiary might have any liability or the nature and cost of any possible required remediation.

In August 2008, as part of routine audits, the Brazilian taxing authorities disallowed deductions relating to the amortization of certain goodwill recognized in connection with a reorganization of the Company's Brazilian operations and the related transfer of certain assets to the Company's Brazilian subsidiaries. The amount of the tax disallowance through December 31, 2017, not including interest and penalties, was approximately 131.5 million Brazilian Reals (or approximately \$39.7 million). The amount ultimately in dispute will be significantly greater because of interest and penalties. The Company has been advised by its legal and tax advisors that its position with respect to the deductions is allowable under the tax laws of Brazil. The Company is contesting the disallowance and believes that it is not likely that the assessment, interest or penalties will be required to be paid. However, the ultimate outcome will not be determined until the Brazilian tax appeal process is complete, which could take several years.

The Company is a party to various other legal claims and actions incidental to its business. The Company believes that none of these claims or actions, either individually or in the aggregate, is material to its business or financial statements as a whole, including its results of operations and financial condition.

**13. Fair Value of Financial Instruments**

The Company categorizes its assets and liabilities into one of three levels based on the assumptions used in valuing the asset or liability. Estimates of fair value for financial assets and liabilities are based on a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. Observable inputs (highest level) reflect market data obtained from independent sources, while unobservable inputs (lowest level) reflect internally developed market assumptions. In accordance with this guidance, fair value measurements are classified under the following hierarchy:

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; and model-derived valuations in which all significant inputs are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Model-derived valuations in which one or more significant inputs are unobservable.

The Company categorizes its pension plan assets into one of the three levels of the fair value hierarchy. See Note 8 for a discussion of the valuation methods used to measure the fair value of the Company's pension plan assets.

The Company enters into foreign currency and interest rate swap contracts. The fair values of the Company's derivative instruments are determined using discounted cash flow valuation models. The significant inputs used in these models are readily available in public markets, or can be derived from observable market transactions, and therefore have been classified as Level 2. Inputs used in these discounted cash flow valuation models for derivative instruments include the applicable exchange rates, forward rates or interest rates. Such models used for option contracts also use implied volatility. See Note 11 for a discussion of the Company's derivative instruments and hedging activities.

## AGCO CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

Assets and liabilities measured at fair value on a recurring basis as of December 31, 2017 and 2016 are summarized below (in millions):

	As of December 31, 2017			
	Level 1	Level 2	Level 3	Total
Derivative assets	\$ —	\$ 7.8	\$ —	\$ 7.8
Derivative liabilities	\$ —	\$ 17.0	\$ —	\$ 17.0

	As of December 31, 2016			
	Level 1	Level 2	Level 3	Total
Derivative assets	\$ —	\$ 6.5	\$ —	\$ 6.5
Derivative liabilities	\$ —	\$ 13.4	\$ —	\$ 13.4

Cash and cash equivalents, accounts and notes receivable, and accounts payable are valued at their carrying amounts in the Company's Consolidated Balance Sheets, due to the immediate or short-term maturity of these financial instruments.

The carrying amounts of long-term debt under the Company's 1.056% senior term loan, credit facility, senior term loans due 2021 and senior term loans due between 2019 and 2026 (Note 7) approximate fair value based on the borrowing rates currently available to the Company for loans with similar terms and average maturities. At December 31, 2017, the estimated fair value of the Company's 5<sup>7</sup>/<sub>8</sub>% senior notes (Note 7), based on their listed market values, was approximately \$324.7 million, compared to its carrying value of \$305.3 million.

#### 14. Related Party Transactions

Rabobank, a financial institution based in the Netherlands, is a 51% owner in the Company's finance joint ventures, which are located in the United States, Canada, Europe, Brazil, Argentina and Australia. Rabobank is also the principal agent and participant in the Company's revolving credit facility (Note 7). The majority of the assets of the Company's finance joint ventures represents finance receivables. The majority of the liabilities represents notes payable and accrued interest. Under the various joint venture agreements, Rabobank or its affiliates provide financing to the joint venture companies, primarily through lines of credit. During both 2017 and 2015, the Company did not make additional investments in its finance joint ventures. During 2016, the Company made a total of approximately \$2.8 million of additional investments in its retail finance joint venture in the Netherlands, primarily related to additional capital required as a result of increased retail finance portfolios during 2016. During 2017 and 2016, the Company received dividends of approximately \$78.5 million and \$44.5 million, respectively, from certain of the Company's finance joint ventures.

The Company's finance joint ventures provide retail financing and wholesale financing to its dealers. The terms of the financing arrangements offered to the Company's dealers are similar to arrangements the finance joint ventures provide to unaffiliated third parties. In addition, the Company transfers, on an ongoing basis, a majority of its wholesale receivables in North America, Europe and Brazil to its U.S., Canadian, European and Brazilian finance joint ventures (Note 4). The Company maintains a remarketing agreement with its U.S. finance joint venture (Note 12). In addition, as part of sales incentives provided to end users, the Company may from time to time subsidize interest rates of retail financing provided by its finance joint ventures. The cost of those programs is recognized at the time of sale to the Company's dealers.

Tractors and Farm Equipment Limited ("TAFE"), in which the Company holds a 23.75% interest, manufactures and sells Massey Ferguson-branded equipment primarily in India, and also supplies tractors and components to the Company for sale in other markets. Mallika Srinivasan, who is the Chairman and Chief Executive Officer of TAFE, is currently a member of the Company's Board of Directors. As of December 31, 2017, TAFE owned 12,150,152 shares of the Company's common stock. The Company and TAFE are parties to an agreement pursuant to which, among other things, TAFE has agreed not to purchase in excess of 12,170,290 shares of the Company's common stock, subject to certain adjustments, and the Company has agreed to annually nominate a TAFE representative to its Board of Directors. During 2017, 2016 and 2015, the Company purchased approximately \$102.0 million, \$128.5 million and \$129.2 million, respectively, of tractors and components from TAFE. During 2017, 2016 and 2015, the Company sold approximately \$1.2 million, \$1.1 million and \$2.2 million, respectively, of parts to TAFE. The Company received dividends from TAFE of approximately \$1.8 million, \$1.6 million and \$1.7 million during 2017, 2016 and 2015, respectively.

## AGCO CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

During 2017, 2016 and 2015, the Company paid approximately \$7.2 million, \$3.1 million and \$3.5 million, respectively, to PPG Industries, Inc. for painting materials used in the Company's manufacturing processes. The Company's Chairman, President and Chief Executive Officer is currently a member of the board of directors of PPG Industries, Inc.

During 2017, 2016 and 2015, the Company paid approximately \$1.5 million, \$2.0 million and \$0.6 million, respectively, to Praxair, Inc. for propane, gas and welding, and laser consumables used in the Company's manufacturing processes. The Company's Chairman, President and Chief Executive Officer is currently a member of the board of directors of Praxair, Inc.

### 15. Segment Reporting

Effective January 1, 2017, the Company modified its system of reporting, resulting from changes to its internal management and organizational structure, which changed its reportable segments from North America; South America; Europe/Africa/Middle East; and Asia/Pacific to North America; South America; Europe/Middle East; and Asia/Pacific/Africa. The Asia/Pacific/Africa reportable segment includes the regions of Africa, Asia, Australia and New Zealand, and the Europe/Middle East segment no longer includes certain markets in Africa. Effective January 1, 2017, these reportable segments are reflective of how the Company's chief operating decision maker reviews operating results for the purposes of allocating resources and assessing performance. Disclosures for the years ended December 31, 2017, 2016 and 2015 have been adjusted to reflect the change in reportable segments.

The Company's four reportable segments distribute a full range of agricultural equipment and related replacement parts. The Company evaluates segment performance primarily based on income from operations. Sales for each segment are based on the location of the third-party customer. The Company's selling, general and administrative expenses and engineering expenses are charged to each segment based on the region and division where the expenses are incurred. As a result, the components of income from operations for one segment may not be comparable to another segment. Segment results for the years ended December 31, 2017, 2016 and 2015 based on the Company's current reportable segments are as follows (in millions):

<b>Years Ended December 31,</b>	<b>North America</b>	<b>South America</b>	<b>Europe/ Middle East</b>	<b>Asia/Pacific/Africa</b>	<b>Consolidated</b>
<b>2017</b>					
Net sales	\$ 1,876.7	\$ 1,063.5	\$ 4,614.3	\$ 752.0	\$ 8,306.5
Income from operations	64.7	14.5	500.0	48.8	628.0
Depreciation	61.5	30.5	113.0	17.8	222.8
Assets	1,064.1	752.1	2,074.4	499.4	4,390.0
Capital expenditures	59.1	43.0	92.9	8.9	203.9
<b>2016</b>					
Net sales	\$ 1,807.7	\$ 917.5	\$ 4,089.7	\$ 595.6	\$ 7,410.5
Income from operations	39.1	19.9	409.4	19.7	488.1
Depreciation	62.5	22.9	116.6	21.4	223.4
Assets	978.5	739.4	1,635.2	426.3	3,779.4
Capital expenditures	45.3	56.0	90.1	9.6	201.0
<b>2015</b>					
Net sales	\$ 1,965.0	\$ 949.0	\$ 4,037.6	\$ 515.7	\$ 7,467.3
Income (loss) from operations	123.4	34.4	401.3	(12.2)	546.9
Depreciation	62.7	20.9	120.3	13.5	217.4
Assets	984.4	495.7	1,732.9	396.5	3,609.5
Capital expenditures	48.6	28.6	95.4	38.8	211.4



## AGCO CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

A reconciliation from the segment information to the consolidated balances for income from operations and total assets is set forth below (in millions):

	2017	2016	2015
Segment income from operations	\$ 628.0	\$ 488.1	\$ 546.9
Corporate expenses	(120.9)	(119.7)	(109.2)
Stock compensation expense	(35.6)	(16.9)	(11.6)
Restructuring expenses	(11.2)	(11.9)	(22.3)
Amortization of intangibles	(57.0)	(51.2)	(42.7)
Consolidated income from operations	<u>\$ 403.3</u>	<u>\$ 288.4</u>	<u>\$ 361.1</u>
Segment assets	\$ 4,390.0	\$ 3,779.4	\$ 3,609.5
Cash and cash equivalents	367.7	429.7	426.7
Investments in affiliates	409.0	414.9	392.9
Deferred tax assets, other current and noncurrent assets	614.6	560.7	446.4
Intangible assets, net	649.0	607.3	507.7
Goodwill	1,541.4	1,376.4	1,114.5
Consolidated total assets	<u>\$ 7,971.7</u>	<u>\$ 7,168.4</u>	<u>\$ 6,497.7</u>

Net sales by customer location for the years ended December 31, 2017, 2016 and 2015 were as follows (in millions):

	2017	2016	2015
Net sales:			
United States	\$ 1,445.7	\$ 1,404.6	\$ 1,624.0
Canada	296.9	286.7	233.6
Germany	997.4	891.2	913.2
France	815.7	746.9	762.6
United Kingdom and Ireland	512.6	440.7	414.5
Finland and Scandinavia	721.3	677.7	637.0
Other Europe	1,396.0	1,127.9	1,077.7
South America	1,046.0	898.2	932.3
Middle East and Algeria	171.3	205.4	232.8
Africa	138.1	116.2	113.6
Asia	366.4	266.8	201.0
Australia and New Zealand	247.4	212.6	201.1
Mexico, Central America and Caribbean	151.7	135.6	123.9
	<u>\$ 8,306.5</u>	<u>\$ 7,410.5</u>	<u>\$ 7,467.3</u>

Net sales by product for the years ended December 31, 2017, 2016 and 2015 were as follows (in millions):

	2017	2016	2015
Net sales:			
Tractors	\$ 4,785.2	\$ 4,225.1	\$ 4,244.1
Replacement parts	1,305.0	1,211.3	1,204.4
Grain storage and protein production systems	1,049.6	892.5	766.2
Other machinery	582.5	521.6	629.6
Combines	349.0	302.8	331.9
Application equipment	235.2	257.2	291.1
	<u>\$ 8,306.5</u>	<u>\$ 7,410.5</u>	<u>\$ 7,467.3</u>

## AGCO CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

Property, plant and equipment and amortizable intangible assets by country as of December 31, 2017 and 2016 was as follows (in millions):

	2017	2016
United States	\$ 647.9	\$ 594.6
Germany	405.5	344.8
Brazil	217.9	210.4
Finland	149.9	145.9
China	127.7	130.0
Denmark	125.7	119.6
Italy	123.0	106.7
France	66.0	59.9
Other	182.1	172.3
	<u>\$ 2,045.7</u>	<u>\$ 1,884.2</u>

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

**Item 9A. Controls and Procedures**

The Company's management, including the Chief Executive Officer and the Chief Financial Officer, does not expect that the Company's disclosure controls or the Company's internal controls will prevent all errors and all fraud. However, our principal executive officer and principal financial officer have concluded the Company's disclosure controls and procedures are effective at the reasonable assurance level. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. Because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and not be detected. We will conduct periodic evaluations of our internal controls to enhance, where necessary, our procedures and controls.

**Evaluation of Disclosure Controls and Procedures**

Our Chief Executive Officer and Chief Financial Officer, after evaluating the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended) as of December 31, 2017, have concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

**Management's Annual Report on Internal Control over Financial Reporting**

Management of the Company is responsible for establishing and maintaining effective internal control over financial reporting as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934. The Company's internal control over financial reporting is designed to provide reasonable assurance to the Company's management and Board of Directors regarding the preparation and fair presentation of published financial statements for external purposes in accordance with generally accepted accounting principles. In assessing the effectiveness of the Company's internal control over financial reporting, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in "*Internal Control — Integrated Framework* (2013)."

The Company acquired the Precision Planting LLC and the hay and forage division of Lely Group (collectively, the "acquired entities") during 2017, and management of the Company excluded from its assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2017, the acquired entities' internal control over

financial reporting associated with total assets of approximately \$350.1 million and net sales of approximately \$55.5 million included in the Consolidated Financial Statements as of and for the year ended December 31, 2017.

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2017. Based on this assessment, management believes that, as of December 31, 2017, the Company's internal control over financial reporting is effective based on the criteria referred to above.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2017 has been audited by KPMG LLP, an independent registered public accounting firm, which also audited the Company's Consolidated Financial Statements as of and for the year ended December 31, 2017. KPMG LLP's report on internal control over financial reporting is set forth below.

#### **Changes in Internal Control over Financial Reporting**

There were no changes in our internal control over financial reporting that occurred during our last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. However, as a result of the Company's processes to comply with the Sarbanes-Oxley Act of 2002, enhancements to the Company's internal control over financial reporting were implemented as management addressed and remediated deficiencies that had been identified.

## Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders  
AGCO Corporation:

### *Opinion on Internal Control Over Financial Reporting*

We have audited AGCO Corporation and subsidiaries' (the "Company") internal control over financial reporting as of December 31, 2017, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2017, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated balance sheets of the Company as of December 31, 2017 and 2016, and the related consolidated statements of operations, comprehensive income (loss), stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2017, and the related notes and financial statement schedule and our report dated February 28, 2018 expressed an unqualified opinion on those consolidated financial statements.

The Company acquired Precision Planting LLC and the hay and forage division of Lely Group (collectively the "Acquired Entities") during 2017, and management excluded from its assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2017, the Acquired Entities' internal control over financial reporting associated with total assets of approximately \$350.1 million and net sales of approximately \$55.5 million included in the consolidated financial statements of the Company as of and for the year ended December 31, 2017. Our audit of internal control over financial reporting of the Company also excluded an evaluation of the internal control over financial reporting of the Acquired Entities.

### *Basis for Opinion*

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

*Definition and Limitations of Internal Control Over Financial Reporting*

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ KPMG LLP

Atlanta, Georgia  
February 28, 2018

**Item 9B. Other Information**

None.

**PART III**

The information called for by Items 10, 11, 12, 13 and 14, if any, will be contained in our Proxy Statement for the 2018 Annual Meeting of Stockholders, which we intend to file in March 2018.

**Item 10 Directors, Executive Officers and Corporate Governance**

The information with respect to directors and committees required by this Item set forth in our Proxy Statement for the 2018 Annual Meeting of Stockholders in the sections entitled “Election of Directors” and “Board of Directors and Corporate Governance” is incorporated herein by reference. The information with respect to executive officers required by this Item set forth in our Proxy Statement for the 2018 Annual Meeting of Stockholders in the sections entitled “Executive Compensation” and “Section 16(a) Beneficial Ownership Reporting Compliance” is incorporated herein by reference.

See the information under the heading “Available Information” set forth in Part I of this Form 10-K. The code of conduct referenced therein applies to our principal executive officer, principal financial officer, principal accounting officer and controller and the persons performing similar functions.

**Item 11. Executive Compensation**

The information with respect to executive compensation and its establishment required by this Item set forth in our Proxy Statement for the 2018 Annual Meeting of Stockholders in the sections entitled “Board of Directors and Corporate Governance,” “Executive Compensation” and “Compensation Committee Report” is incorporated herein by reference.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters****(a) Securities Authorized for Issuance Under Equity Compensation Plans**

AGCO maintains its 2006 Plan pursuant to which we may grant equity awards to eligible persons. For additional information, see Note 10, “Stock Incentive Plan,” in the Notes to Consolidated Financial Statements included in this filing. The following table gives information about equity awards under our Plan.

	(a)	(b)	(c)
<u>Plan Category</u>	Number of Securities to be Issued upon Exercise of Outstanding Awards Under the Plans	Weighted-Average Exercise Price of Outstanding Awards Under the Plans	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
Equity compensation plans approved by security holders	2,942,738	\$ 53.88	4,053,539
Equity compensation plans not approved by security holders	—	—	—
<b>Total</b>	<b>2,942,738</b>	<b>\$ 53.88</b>	<b>4,053,539</b>

**(b) Security Ownership of Certain Beneficial Owners and Management**

The information required by this Item set forth in our Proxy Statement for the 2018 Annual Meeting of Stockholders in the section entitled “Principal Holders of Common Stock” is incorporated herein by reference.

**Item 13. Certain Relationships and Related Party Transactions, and Director Independence**

The information required by this Item set forth in our Proxy Statement for the 2018 Annual Meeting of Stockholders in the section entitled “Certain Relationships and Related Party Transactions” is incorporated herein by reference.

**Item 14. Principal Accounting Fees and Services**

The information required by this Item set forth in our 2018 Proxy Statement for the Annual Meeting of Stockholders in the sections entitled “Audit Committee Report” and “Board of Directors and Corporate Governance” is incorporated herein by reference.

**PART IV**

**Item 15. Exhibits and Financial Statement Schedules**

(a) The following documents are filed as part of this Form 10-K:

(1) The Consolidated Financial Statements, Notes to Consolidated Financial Statements, Report of Independent Registered Public Accounting Firm for AGCO Corporation and its subsidiaries are presented under Item 8 of this Form 10-K.

(2) Financial Statement Schedules:

The following Consolidated Financial Statement Schedule of AGCO Corporation and its subsidiaries is included herein and follows this report.

<b>Schedule</b>	<b>Description</b>
Schedule II	Valuation and Qualifying Accounts

Schedules other than that listed above have been omitted because the required information is contained in Notes to the Consolidated Financial Statements or because such schedules are not required or are not applicable.

(3) The following exhibits are filed or incorporated by reference as part of this report. Each management contract or compensation plan required to be filed as an exhibit is identified by an asterisk (\*).

<b>Exhibit Number</b>	<b>Description of Exhibit</b>	<b>The Filings Referenced for Incorporation by Reference are AGCO Corporation</b>
<a href="#">3.1</a>	<a href="#">Certificate of Incorporation</a>	June 30, 2002, Form 10-Q, Exhibit 3.1
<a href="#">3.2</a>	<a href="#">By-Laws</a>	December 10, 2014, Form 8-K, Exhibit 3.1
<a href="#">4.1</a>	<a href="#">Indenture dated as of December 5, 2011</a>	December 6, 2011, Form 8-K, Exhibit 4.1
<a href="#">10.1</a>	<a href="#">2006 Long-Term Incentive Plan*</a>	September 30, 2017, Form 10-Q, Exhibit 10.5
<a href="#">10.2</a>	<a href="#">Form of Non-Qualified Stock Option Award Agreement*</a>	March 31, 2006, Form 10-Q, Exhibit 10.2
<a href="#">10.3</a>	<a href="#">Form of Incentive Stock Option Award Agreement*</a>	March 31, 2006, Form 10-Q, Exhibit 10.3
<a href="#">10.4</a>	<a href="#">Form of Stock Appreciation Rights Agreement*</a>	March 31, 2006, Form 10-Q, Exhibit 10.4
<a href="#">10.5</a>	<a href="#">Form of Restricted Stock Units Agreement*</a>	January 27, 2016, Form 8-K, Exhibit 10.1
<a href="#">10.6</a>	<a href="#">Form of Performance Share Award*</a>	March 31, 2006, Form 10-Q, Exhibit 10.6
<a href="#">10.7</a>	<a href="#">Amended and Restated Management Incentive Plan*</a>	March 25, 2013, Form DEF14A, Appendix A
<a href="#">10.8</a>	<a href="#">Amended and Restated Executive Nonqualified Pension Plan*</a>	October 2, 2015, Form 8-K, Exhibit 99.1
<a href="#">10.9</a>	<a href="#">Executive Nonqualified Defined Contribution Plan*</a>	December 31, 2015, Form 10-K, Exhibit 10.9
<a href="#">10.10</a>	<a href="#">Employment and Severance Agreement with Martin Richenhagen*</a>	December 31, 2009, Form 10-K, Exhibit 10.12
<a href="#">10.11</a>	<a href="#">Employment and Severance Agreement with Andrew H. Beck*</a>	March 31, 2010, Form 10-Q, Exhibit 10.2
<a href="#">10.12</a>	<a href="#">Employment and Severance Agreement with Gary L. Collar*</a>	June 30, 2008, Form 10-Q, Exhibit 10.6
<a href="#">10.13</a>	<a href="#">Employment and Severance Agreement with Robert B. Crain*</a>	Filed herewith
<a href="#">10.14</a>	<a href="#">Employment and Severance Agreement with Rob Smith*</a>	December 31, 2015, Form 10-K, Exhibit 10.13
<a href="#">10.15</a>	<a href="#">Employment and Severance Agreement with Hans-Bernd Veltmaat*</a>	December 31, 2009, Form 10-K, Exhibit 10.17
<a href="#">10.16</a>	<a href="#">Debt Agreement dated December 18, 2014</a>	December 31, 2014, Form 10-K, Exhibit 10.15
<a href="#">10.17</a>	<a href="#">Amended and Restated Credit Agreement dated as of June 30, 2014</a>	June 30, 2014, Form 10-Q, Exhibit 10.1
<a href="#">10.18</a>	<a href="#">First Amendment to Amended and Restated Credit Agreement dated as of June 19, 2015</a>	June 30, 2015, Form 10-Q, Exhibit 10.1
<a href="#">10.19</a>	<a href="#">Letter Agreement, dated November 5, 2015, between AGCO International GmbH and TAFE International LLC, Turkey and Tractors and Farm Equipment Limited</a>	September 30, 2015, Form 10-Q, Exhibit 10.1
<a href="#">10.20</a>	<a href="#">Letter Agreement, dated August 29, 2014, between AGCO Corporation and Tractors and Farm Equipment Limited</a>	September 4, 2014, Form 8-K, Exhibit 10.1
<a href="#">10.21</a>	<a href="#">Farm and Machinery Distributor Agreement, dated January 1, 2012, between AGCO International GmbH and Tractors and Farm Equipment Limited</a>	September 4, 2014, Form 8-K, Exhibit 10.2
<a href="#">10.22</a>	<a href="#">Letter Agreement, dated August 3, 2007, between AGCO Corporation and Tractors and Farm Equipment Limited</a>	September 4, 2014, Form 8-K, Exhibit 10.3
<a href="#">10.23</a>	<a href="#">Letter Agreement for Far East Markets, dated July 24, 2017, between AGCO International GmbH and Tractors and Farm Equipment Limited</a>	July 27, 2017, Form 8-K, Exhibit 10.1
<a href="#">10.24</a>	<a href="#">Letter Agreement for Mexico, dated July 24, 2017, between AGCO International GmbH and Tractors and Farm Equipment Limited</a>	July 27, 2017, Form 8-K, Exhibit 10.2
<a href="#">10.25</a>	<a href="#">Letter Agreement for Australia/New Zealand, dated July 24, 2017, between AGCO International GmbH and Tractors and Farm Equipment Limited</a>	July 27, 2017, Form 8-K, Exhibit 10.3



<b>Exhibit Number</b>	<b>Description of Exhibit</b>	<b>The Filings Referenced for Incorporation by References are AGCO Corporation</b>
<a href="#">10.26</a>	<a href="#">Amendment to the Letter Agreement for Africa, dated July 24, 2017, between AGCO International GmbH and Tractors and Farm Equipment Limited</a>	July 27, 2017, Form 8-K, Exhibit 10.4
<a href="#">10.27</a>	<a href="#">Consultancy Agreement, dated December 8, 2014, between AGCO Do Brasil Comércio E Industria Ltda and André Carioba*</a>	December 10, 2014, Form 8-K, Exhibit 10.1
<a href="#">10.28</a>	<a href="#">Current Director Compensation*</a>	Filed herewith
<a href="#">21.1</a>	<a href="#">Subsidiaries of the Registrant</a>	Filed herewith
<a href="#">23.1</a>	<a href="#">Consent of KPMG LLP</a>	Filed herewith
<a href="#">24.1</a>	<a href="#">Powers of Attorney</a>	Filed herewith
<a href="#">31.1</a>	<a href="#">Certification of Martin Richenhagen</a>	Filed herewith
<a href="#">31.2</a>	<a href="#">Certification of Andrew H. Beck</a>	Filed herewith
<a href="#">32.1</a>	<a href="#">Certification of Martin Richenhagen and Andrew H. Beck</a>	Filed herewith
101.INS	XBRL Instance Document	Filed herewith
101.SCH	XBRL Taxonomy Extension Schema	Filed herewith
101.CAL	XBRL Taxonomy Extension Calculation Linkbase	Filed herewith
101.DEF	XBRL Taxonomy Extension Definition Linkbase	Filed herewith
101.LAB	XBRL Taxonomy Extension Label Linkbase	Filed herewith
101.PRE	XBRL Taxonomy Extension Presentation Linkbase	Filed herewith

**Item 16. Form 10-K Summary**

None.



**ANNUAL REPORT ON FORM 10-K  
ITEM 15 (A)(2)  
FINANCIAL STATEMENT SCHEDULE  
YEAR ENDED DECEMBER 31, 2017**

## AGCO CORPORATION AND SUBSIDIARIES

 SCHEDULE II — VALUATION AND QUALIFYING ACCOUNTS  
 (In millions)

Description	Balance at Beginning of Period	Additions		Deductions	Foreign Currency Translation	Balance at End of Period
		Acquired Businesses	Charged to Costs and Expenses			
Year ended December 31, 2017						
Allowances for doubtful accounts	\$ 33.7	\$ 2.2	\$ 4.9	\$ (5.3)	\$ 2.0	\$ 37.5
Year ended December 31, 2016						
Allowances for doubtful accounts	\$ 29.3	\$ 2.2	\$ 3.6	\$ (1.1)	\$ (0.3)	\$ 33.7
Year ended December 31, 2015						
Allowances for doubtful accounts	\$ 32.1	\$ —	\$ 5.6	\$ (3.0)	\$ (5.4)	\$ 29.3

Description	Balance at Beginning of Period	Additions		Deductions	Foreign Currency Translation	Balance at End of Period
		Charged to Costs and Expenses	Reversal of Accrual			
Year ended December 31, 2017						
Accruals of severance, relocation and other integration costs	\$ 15.3	\$ 12.4	\$ (1.4)	\$ (16.8)	\$ 1.4	\$ 10.9
Year ended December 31, 2016						
Accruals of severance, relocation and other integration costs	\$ 16.9	\$ 12.0	\$ (0.1)	\$ (13.3)	\$ (0.2)	\$ 15.3
Year ended December 31, 2015						
Accruals of severance, relocation and other integration costs	\$ 25.4	\$ 23.0	\$ (0.7)	\$ (29.5)	\$ (1.3)	\$ 16.9

Description	Balance at Beginning of Period	Additions		Deductions	Foreign Currency Translation	Balance at End of Period
		Acquired Businesses	Charged (Credited) to Costs and Expenses			
Year ended December 31, 2017						
Deferred tax valuation allowance	\$ 116.0	\$ —	\$ (38.4)	\$ —	\$ 4.3	\$ 81.9
Year ended December 31, 2016						
Deferred tax valuation allowance	\$ 75.8	\$ —	\$ 37.9	\$ —	\$ 2.3	\$ 116.0
Year ended December 31, 2015						
Deferred tax valuation allowance	\$ 93.3	\$ —	\$ (4.5)	\$ —	\$ (13.0)	\$ 75.8



EMPLOYMENT AND SEVERANCE AGREEMENT  
AS AMENDED AND RESTATED

This Employment and Severance Agreement (the "Agreement"), originally effective as of the 1st day of January, 2006, is amended and restated effective this 4th day of August, 2008, by and between AGCO CORPORATION, a Delaware corporation (the "Company"), and Robert B. Crain (the "Executive"). This Agreement amends, restates and supersedes the Employment and Severance Agreement between the Company and the Executive effective as of the 1st day of January, 2006 and any subsequent amendments or restatements thereto.

WITNESSETH:

In consideration of the mutual covenants and agreements hereinafter set forth, the Company and the Executive do hereby agree as follows:

1. EMPLOYMENT.

(a) The Company hereby employs the Executive, and the Executive hereby agrees to serve the Company, upon the terms and conditions set forth in this Agreement.

(b) The employment term previously commenced and shall continue in effect until terminated in accordance with Section 5 or any other provision of the Agreement.

2. POSITION AND DUTIES.

The Executive shall serve as a Senior Vice President of the Company and shall perform such duties and responsibilities as may from time to time be prescribed by the Company's board of directors (the "Board"), provided that such duties and responsibilities are consistent with the Executive's position. The Executive shall perform and discharge faithfully, diligently and to the best of his ability such duties and responsibilities and shall devote all of his working time and efforts to the business and affairs of the Company and its affiliates. During the two (2) years following a Change in Control (as defined herein), the Executive's position (including offices, titles and reporting requirements), duties, and responsibilities shall not be reduced, and the Executive shall not be required to work at a location other than the location at which the Executive was based at the time of the Change in Control.

3. COMPENSATION.

(a) BASE SALARY. The Company shall pay to the Executive an annual base salary ("Base Salary") Three Hundred and Twenty Thousand U.S. Dollars (\$320,000.00) payable in equal semi-monthly installments throughout the term of such employment subject to Section 5

hereof (except that the first and last semi-monthly installments may be prorated, if necessary) and subject to applicable tax and payroll deductions. The Company shall consider increases in the Executive's Base Salary annually, and any such increase in salary implemented by the Company shall become the Executive's Base Salary for purposes of this Agreement.

(b) INCENTIVE COMPENSATION. Provided Executive has duly performed his obligations pursuant to this Agreement, the Executive shall be entitled to participate in the Management Incentive Plan and the Long-Term Incentive Plan that is implemented by the Company.

(c) SUPPLEMENTAL EMPLOYEE RETIREMENT PROGRAM. During the term of this Agreement, the Executive shall be entitled to participate in the AGCO Corporation Supplemental Executive Retirement Plan ("SERP").

(d) OTHER BENEFITS. During the term of this Agreement, the Executive shall be entitled to participate in the employee benefit plans and arrangements which are available to senior executive officers of the Company, including, without limitation, group health and life insurance, pension and savings, and the Senior Management Employment Policy.

(e) FRINGE BENEFITS. The Company shall pay or reimburse the Executive promptly for all reasonable and necessary expenses incurred by him in connection with his duties hereunder, upon submission by the Executive to the Company of such written evidence of such expenses as the Company may require. Throughout the term of this Agreement, the Company will provide the Executive with the use of a vehicle for purposes within the scope of his employment and shall pay, or reimburse Executive for, all expenses for fuel, maintenance and insurance in connection with such use of the automobile. The Company shall make any such reimbursement or payments under this Section 3(e) no later than the last day of the Executive's taxable year next following the Executive's taxable year in which the Executive incurs the expense. The Company further agrees that the Executive shall be entitled to four (4) weeks of vacation in any year of the term of employment hereunder, subject to the terms of the Company's vacation policy.

(f) MODIFICATION OF BENEFITS. Without by implication limiting the foregoing, during the two (2) years following a Change in Control, the Executive's compensation, including Base Salary, incentive compensation opportunity, SERP opportunity, other benefits and fringe benefits shall not be reduced. Notwithstanding the foregoing, the Company shall be entitled to modify the group health benefits provided such modifications are applicable to all similarly situated management employees.. To the extent that the Company is not able to continue life, group health or similar benefits as a result of the terms of the applicable plans or insurance policies, the Company shall pay the Executive the cost, no less frequently than monthly, that the Executive must incur to obtain such benefits privately.

#### 4. RESTRICTIVE COVENANTS

(a) **ACKNOWLEDGMENTS.** The Executive acknowledges that as an Executive Officer of the Company (i) he frequently will be exposed to certain “Trade Secrets” and “Confidential Information” of the Company (as those terms are defined in Subsection 4(b)), (ii) his responsibilities on behalf of the Company will extend to all geographical areas where the Company is doing business, and (iii) any competitive activity on his part during the term of his employment and for a reasonable period thereafter would necessarily involve his use of the Company’s Trade Secrets and Confidential Information and, therefore, would unfairly threaten the Company’s legitimate business interests, including its substantial investment in the proprietary aspects of its business and the goodwill associated with its customer base. Moreover, the Executive acknowledges that, in the event of the termination of his employment with the Company, he would have sufficient skills to find alternative, commensurate work in his field of expertise that would not involve a violation of any of the provisions of this Section 4. Therefore, the Executive acknowledges and agrees that it is reasonable for the Company to require him to abide by the covenants set forth in this Section 4. The parties acknowledge and agree that if the nature of the Executive’s responsibilities for or on behalf of the Company and the geographical areas in which the Executive must fulfill them materially change, the parties will execute appropriate amendments to the scope of the covenants in this Section 4.

#### (b) DEFINITIONS.

(i) “Business of Company” means designing, manufacturing, marketing, and distributing agricultural equipment.

(ii) “Material Contact” as used in the non-solicitation provision below means personal contact or the supervision of the efforts of those who have personal contact with an existing or potential Customer or Vendor in an effort to further or create a business relationship between the Company and such existing or potential Customer or Vendor.

(iii) “Confidential Information” means information about the Company, its Executives, and Customers which is not generally known outside of the Company, which the Executive learns of in connection with the Executive’s employment with the Company, and which would be useful to competitors of the Company or potentially harmful to the Company’s reputation. Confidential Information includes, but is not limited to: (1) business and employment policies, marketing methods and the targets of those methods, finances, business plans, promotional materials and price lists; (2) the terms upon which the Company hires employees and provides services to its Customers; (3) the nature, origin, composition and development of the Company’s products and services; and (4) the manner in which the Company provides products and services to its Customers.

(iv) “Trade Secrets” means Confidential Information which meets the additional requirements of the Georgia Trade Secrets Act.

(v) “Territory” means those countries and areas as more particularly set forth on Exhibit A attached hereto.

(c) **COVENANT OF CONFIDENTIALITY.** During the term of this Agreement, the Executive agrees only to use and disclose Confidential Information in connection with his duties hereunder and to otherwise maintain the secrecy of the same. The Executive agrees that for a period of five years following the cessation of his employment for any reason, he shall not



directly or indirectly divulge or make use of any Confidential Information or Trade Secrets of the Company without prior written consent of the Company. The Executive further agrees that if he is questioned about information subject to this Agreement by anyone not authorized to receive such information, he will promptly notify the Chairman of the Board. This Agreement does not limit the remedies available under common or statutory law, which may impose longer duties of non-disclosure. The Executive will immediately notify the Chairman of the Board if he receives any subpoenas which could require the disclosure of Confidential Information, so that the Company may take whatever actions it deems necessary to protect its interests.

(d) COVENANT OF NON-COMPETITION. The Executive agrees that while employed by the Company and for a period of twenty-four (24) months following the cessation of his employment for any reason, he will not compete with the Business of Company by performing services of the same or similar type as those he performed for the Company as an employee, contractor, consultant, officer, director or agent for any person or entity engaged in the Business of Company. Likewise, the Executive will not perform activities of the type which in the ordinary course of business would involve the utilization of Confidential Information or Trade Secrets protected from disclosure by Section 4 (c) of this Agreement. This paragraph restricts competition only within the Territory.

(e) COVENANT OF NON-SOLICITATION. The Executive agrees that while employed by the Company and for a period of twenty-four (24) months following the cessation of his employment for any reason, he will not directly or indirectly solicit or attempt to solicit any business in competition with the Business of Company from any of the Customers with whom the Executive had Material Contact within the last 18 months of his employment with the Company. The Executive further agrees that for a period of twenty-four (24) months following the cessation of his employment, he will not directly or indirectly solicit or attempt to solicit any Vendors of the Company with whom he had Material Contact during the last 18 months of his employment with the Company to provide services to any person or entity which competes with the Business of Company.

(f) COVENANT OF NON-RECRUITMENT. The Executive agrees that while employed by the Company and for a period of twenty-four (24) months following the cessation of his employment for any reason, he will not directly or indirectly solicit or attempt to

solicit any other employee of the Company for the purpose of encouraging, enticing, or causing said employee to voluntarily terminate employment with the Company.

(g) **COVENANT TO RETURN PROPERTY AND INFORMATION.** The Executive agrees to return all of the Company's property within seven (7) days following the cessation of his employment for any reason. Such property includes, but is not limited to, the original and any copy (regardless of the manner in which it is recorded) of all information provided by the Company to the Executive, or which the Executive has developed or collected in the scope of his employment with the Company, as well as all Company-issued equipment, supplies, accessories, vehicles, keys, instruments, tools, devices, computers, cell phones, pagers, materials, documents, plans, records, notebooks, drawings, or papers.

(h) **ASSIGNMENT OF WORK PRODUCT AND INVENTIONS.** The Executive hereby assigns and grants to the Company (and will upon request take any actions needed to formally assign and grant to the Company and/or obtain patents, trademark registrations or copyrights belonging to the Company) the sole and exclusive ownership of any and all inventions, information, reports, computer software or programs, writings, technical information or work product collected or developed by the Executive, alone or with others, during the term of the Executive's employment. This duty applies whether or not the forgoing inventions or information are made or prepared in the course of employment with the Company, so long as such inventions or information relate to the Business of Company and have been developed in whole or in part during the term of the Executive's employment. The Executive agrees to advise the Company in writing of each invention that Executive, alone or with others, makes or conceives during the term of Executive's employment. Inventions which the Executive developed before the Executive came to work for the Company, if any, are as follows:

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(i) **REMEDIES FOR VIOLATION OF RESTRICTIVE COVENANTS.** The Executive acknowledges that the Company would suffer irreparable harm if the Executive fails to comply with the foregoing, and that the Company would be entitled to any appropriate relief, including money damages, injunctive and other equitable relief and attorneys' fees. The Executive agrees that the pendency of any claim whatsoever against the Company shall not constitute a defense to the enforcement of this Noncompetition Agreement by the Company.

(j) **SEVERABILITY.** In the event that any one or more of the provisions of these restrictive covenants shall be held to be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions shall not in any way be affected or impaired thereby. Moreover, if any one or more of the provisions contained in these restrictive covenants shall be held to be excessively broad as to duration, activity or subject, the parties authorize the Court in which such action is pending to modify said covenants and enforce them to the extent that the Court deems reasonable.

## 5. TERMINATION.

(a) DEATH. This Agreement shall terminate upon the death of the Executive provided, however, that for purposes of the payment of Base Salary to the Executive, the death of the Executive shall, be deemed to have occurred ninety (90) days from the last day of the month in which the death of the Executive shall have occurred.

(b) DISABILITY. Executive's employment and all obligations of the Company hereunder shall terminate upon a finding that the Executive is disabled under the Company's group long term disability plan.

(c) CAUSE. The Company may terminate the Executive's employment hereunder for Cause by giving written Notice of Termination to the Executive. For the purposes of this Agreement, the Company shall have "Cause" to terminate the Executive's employment hereunder upon: (i) the conviction of Executive of, or the entry of a plea of guilty, first offender probation before judgment, or *nolo contendere* by Executive to, any felony; (ii) fraud, misappropriation or embezzlement by Executive; (iii) Executive's willful failure or gross negligence in the performance of his assigned duties for the Company, which failure or negligence continues for more than or was not remedied within thirty (30) calendar days following Executive's receipt of written notice of such willful failure or gross negligence; (iv) Executive's failure to follow reasonable and lawful directives of the Board or his breach of his fiduciary duty to the Company, which failure is not remedied within thirty (30) calendar days following Executive's receipt of written notice of such failure; (v) any act or omission of Executive that has a demonstrated and material adverse impact on the Company's business or reputation for honesty and fair dealing, other than an act or failure to act by Executive in good faith and without reason to believe that such act or failure to act would adversely impact on the Company's business or reputation for honesty and fair dealing; or (vi) the breach by Executive of any material term of this Agreement, which breach continues for more than or was not remedied within thirty (30) calendar days following Executive's receipt of written notice of such breach.

(d) WITHOUT CAUSE; GOOD REASON.

(i) The Company may terminate the Executive's employment hereunder without Cause, by giving written Notice of Termination (as defined in Section 5(e)) to the Executive.

(ii) The Executive may terminate his employment hereunder, by giving written Notice of Termination to the Company. For the purposes of this Agreement, the Executive shall have "Good Reason" to terminate his employment hereunder upon (a) a substantial reduction in the Executive's aggregate Base Salary and annual incentive compensation taken as a whole, excluding reductions caused by the performance of the Company or the executive, including but not limited to, the failure by the

Executive to achieve performance targets established from time to time by the Board and/or under the Management Incentive Plan or Long Term Incentive Plan or from below budget performance by the Company, or (b) the Company's failure to make payments of Base Pay and incentive compensation, but only upon notice of such failure given by the Executive within ninety (90) days of the initial existence of the failure and the subsequent failure of the Company to cure the non-payment within thirty (30) days of such notice.

(e) NOTICE OF TERMINATION. Any termination by the Company pursuant to the Subsections (b), (c) or (d)(i) above or by the Executive pursuant to Subsection (d)(ii) above, shall be communicated by written Notice of Termination from the party issuing such notice to the other party hereto. For purposes of this Agreement, a "Notice of Termination" shall mean a notice which shall indicate the specific termination provision of this Agreement relied upon and shall set forth in reasonable detail the facts and circumstances claimed to provide a basis for such termination. A date of termination specified in the Notice of Termination shall not be dated earlier than ninety (90) days from the date such Notice is delivered or mailed to the applicable party and not later than two (2) years after the initial existence of the failure.

(f) OBLIGATION TO PAY. Except upon termination for Cause, voluntary termination by the Executive without Good Reason, or termination as a result of death or disability, and further subject to Sections 6 and 16 below, the Company shall (i) pay the compensation specified in this Subsection 5(f) to the Executive for the period specified in this Subsection 5(f), (ii) continue to provide, no less frequently than monthly, life insurance benefits during the remainder of the applicable period, including the Severance Period set forth in this Subsection 5(f), and (iii) if and to the extent the Executive timely elects COBRA continuation coverage, pay the Executive, no less frequently than monthly, the cost of COBRA premiums for a period of 18 months or such lesser period as the Executive continues to have COBRA continuation coverage.

If the Executive's employment shall be terminated by reason of death, the estate of the Executive shall be paid all sums otherwise payable to the Executive through the end of the third month after the month in which the death of the Executive occurred, including all bonus or other incentive benefits accrued or accruable to the Executive through the end of the month in which the death of the Executive occurred, on the same basis as if the Executive had continued employment through such times, and the Company shall have no further obligations to the Executive under this Agreement.

If the Executive's employment is terminated by reason of disability as determined under the Company's long term disability plan, the Executive or the person charged with legal responsibility for the Executive's estate shall be paid all sums otherwise payable to the Executive, including the bonus and other benefits accrued or accruable to the Executive, on the

same basis as if the Executive had continued employment through the date of disability, and the Company shall have no further obligations to the Executive under this Agreement.

If the Executive's employment shall be terminated for Cause, the Company shall pay the Executive his Base Salary through the date of termination specified in the Notice of Termination and reimbursements otherwise payable to the Executive, and the Company shall have no further obligations to the Executive under this Agreement.

Unless such termination occurs within two (2) years following a Change in Control, if the Executive's employment shall be terminated by the Company without Cause or by the Executive for Good Reason, the Company shall (x) continue to pay the Executive the Base Salary (at the rate in effect on the date of such termination) for a period of one (1) year from the date of such termination (such one (1) year period being referred to hereinafter as the "Severance Period") at such intervals as the same would have been paid had the Executive remained in the active service of the Company, and (y) pay the Executive a pro rata portion of the bonus or other incentive benefits to which the Executive would have been entitled for the year of termination had the Executive remained employed for the entire year, which incentive compensation shall be payable at the time incentive compensation is payable generally under the applicable incentive plans; provided, however, that notwithstanding the foregoing, the Executive shall not be entitled to any severance payments under clauses (x) and (y) of this sentence upon and after reaching age 65. The Executive shall have no further right to receive any other compensation, benefits or perquisites after the date of termination of employment except as determined under the terms of this Agreement or any applicable employee benefit plans or programs of the Company or under applicable law.

If within two (2) years following a Change in Control the Executive's employment shall be terminated by the Company without Cause or by the Executive for Good Reason (a "Change in Control Termination"), the Company shall immediately, and in all events within thirty (30) days after the date of termination, pay the Executive the sum of (x) two (2) times the Base Salary (at the rate in effect on the date of such termination), (y) a pro rata portion of the bonus or other incentive benefits to which the Executive would have been entitled for the year of termination had the Executive remained employed for the entire year, plus (z) a bonus in an amount equal to the three (3) year average of the awards received by the participant during the prior two (2) completed years and the current year's trend (based upon results through the month most recently complete prior to the termination, extrapolated for the complete year) multiplied by two (2) times. Any payment due to the Executive with respect to clause (y) and (z) that is calculated based upon the Company's Management Incentive Plan shall be reduced by any similar amounts received by the Executive under such plan. Also, notwithstanding the foregoing, in the event of a Change in Control Termination, the Company shall continue the Executive's life and group health coverage for a period of two (2) years, subject to the same payments by the Executive that the Executive was required to make prior to termination. Notwithstanding the foregoing, the Company shall be entitled to modify the group health benefits provided such modifications are applicable to all similarly situated management employees. To the extent that the Company is not able to continue life or group health benefits as a result of the terms of the applicable plans or

insurance policies, the Company shall pay the Executive the cost, no less frequently than monthly, that the Executive must incur to obtain such benefits privately.

For the purposes of this Agreement, the term “Change in Control” shall mean change in the ownership of the Company, change in the effective control of the Company or change in ownership of a substantial portion of the Company’s assets, as described in Section 280G of the Code, including each of the following: (i) a change in the ownership of the Company occurs on the date that any one person, or more than one person acting as a group, acquires ownership of stock of the Company that, together with stock held by such person or group, possess more than fifty percent (50%) of the total fair market value or total voting power of the stock of the Company (unless any one person, or more than one person acting as a group, who is considered to own more than fifty percent (50%) of the total fair market value or total voting power of the stock of the Company, acquires additional stock); (ii) change in the effective control of the Company is presumed (which presumption may be rebutted by the Compensation Committee of the Board) to occur on the date that either: any one person, or more than one person acting as a group, acquires (or has acquired during the twelve (12)-month period ending on the date of the most recent acquisition by such person or persons) ownership of stock of the Company possessing thirty percent (30%) or more of the total voting power of the stock of such Company; (iii) a majority of members of the Company’s Board is replaced during any twelve (12)-month period by directors whose appointment or election is not endorsed by a majority of the members of the Company’s Board prior to the date of the appointment or election of such new directors; or (iv) a change in the ownership of a substantial portion of the Company’s assets occurs on the date that any one person, or more than one person acting as a group, acquires (or has acquired during the twelve (12)-month period ending on the date of the most recent acquisition by such person or persons) assets from the Company that have a total fair market value equal to forty percent (40%) or more of the total fair market value of all of the assets of the Company immediately prior to such acquisition or acquisitions unless the assets are transferred to: a stockholder of the Company (immediately before the asset transfer) in exchange for or with respect to its stock; an entity, fifty percent (50%) or more of the total value or voting power of which is owned, directly or indirectly by the Company; a person, or more than one person acting as a group, that owns, directly or indirectly, fifty percent (50%) or more of the total value or voting power of all of the outstanding stock of the Company; or an entity, at least fifty percent (50%) of the total value or voting power is owned, directly or indirectly, by a person, or more than one person acting as a group, that owns directly or indirectly, fifty percent (50%) or more of the total value of voting power of all of the outstanding stock of the Company.

(g) TAXES. In the event it shall be determined that any payment or distribution by the Company to or for the benefit of the Executive in the event of a Change in Control, whether paid or payable or distributed or distributable pursuant to the terms of this Agreement or otherwise, (a “Change in Control Payment”) would be subject to the excise tax imposed by Section 4999 of the Internal Revenue Code of 1986, as amended (the “Code”) or any interest or penalties are incurred by the Executive with respect to such excise tax (such excise tax, together with any such interest and penalties, are hereinafter collectively referred to as the

“Excise Tax”), then the Executive shall be entitled to receive an additional payment (a “Gross-Up Payment”) in an amount such that after payment by the Executive of all taxes (including any interest or penalties imposed with respect to such taxes), including, without limitation, any income taxes (and any interest and penalties imposed with respect thereto) and Excise Tax imposed upon the Gross-Up Payment, the Executive retains an amount of the Gross-Up Payment equal to the Excise Tax imposed upon the Change in Control Payments. The Company shall pay all such Gross-Up Payments before such excise taxes are required to be remitted.

#### 6. CONDITIONS APPLICABLE TO SEVERANCE PERIOD; MITIGATION OF DAMAGES

(a) If during the Severance Period, the Executive breaches his obligations under Section 4 above, the Company may, upon written notice to the Executive, terminate the Severance Period and cease to make any further payments or provide any benefits described in Subsection 5(f).

(b) Although the Executive shall not be required to mitigate the amount of any payment provided for in Subsection 5(f) by seeking other employment, except in the case of a Change in Control Termination, any such payments shall be reduced by any amounts which the Executive receives or is entitled to receive from another employer with respect to the Severance Period. The Executive shall promptly notify the Company in writing in the event that other employment is obtained during the Severance Period.

7. NOTICES. For the purpose of this Agreement, notices and all other communications to either party hereunder provided for in the Agreement shall be in writing and shall be deemed to have been duly given when delivered in person or mailed by certified first class mail, postage prepaid, addressed:

in the case of the Company to:

AGCO Corporation  
4205 River Green Parkway  
Duluth, Georgia 30096  
Attention: Debra Kuper

in the case of the Executive to:

Robert B. Crain  
2875 Ashford Road  
Atlanta, Georgia 30319

or to such other address as either party shall designate by giving written notice of such change to the other party.

8. **ARBITRATION.** Any claim, controversy, or dispute arising between the parties with respect to this Agreement, to the maximum extent allowed by applicable law, shall be submitted to and resolved by binding arbitration. The arbitration shall be conducted pursuant to the terms of the Federal Arbitration Act and (except as otherwise specified herein) the Commercial Arbitration Rules of the American Arbitration Association in effect at the time the arbitration is commenced. The venue for the arbitration shall be the Atlanta, Georgia offices of the American Arbitration Association. Either party may notify the other party at any time of the existence of an arbitrable controversy by delivery in person or by certified mail of a Notice of Arbitrable Controversy. Upon receipt of such a Notice, the parties shall attempt in good faith to resolve their differences within fifteen (15) days after the receipt of such Notice. Notice to the Company and the Executive shall be sent to the addresses specified in Section 7 above. If the dispute cannot be resolved within the fifteen (15) day period, either party may file a written Demand for Arbitration with the American Arbitration Association's Atlanta, Georgia Regional Office, and shall send a copy of the Demand for Arbitration to the other party. The arbitration shall be conducted before a panel of three (3) arbitrators. The arbitrators shall be selected as follows: (a) The party filing the Demand for Arbitration shall simultaneously specify his or its arbitrator, giving the name, address and telephone number of said arbitrator; (b) The party receiving such notice shall notify the party demanding the arbitration of his or its arbitrator, giving the name, address and telephone number of the arbitrator within five (5) days of the receipt of such Demand for Arbitration; (c) A neutral person shall be selected through the American Arbitration Association's arbitrator selection procedures to serve as the third arbitrator. The arbitrator designated by any party need not be neutral. In the event that any person fails or refuses timely to name his arbitrator within the time specified in this Section 8, the American Arbitration Association shall (immediately upon notice from the other party) appoint an arbitrator. The arbitrators thus constituted shall promptly meet, select a chairperson, fix the time, date(s), and place of the hearing, and notify the parties. To the extent practical, the arbitrators shall schedule the hearing to commence within sixty (60) days after the arbitrators have been impaneled. A majority of the panel shall render an award within ten (10) days of the completion of the hearing, which award may include an award of interest, legal fees and costs of arbitration. The panel of arbitrators shall promptly transmit an executed copy of the award to the respective parties. The award of the arbitrators shall be final, binding and conclusive upon the parties hereto. Each party shall have the right to have the award enforced by any court of competent jurisdiction.

Executive initials: /s/ RBC

Company initials: /s/ DEK

9. **NO WAIVER.** No provision of this Agreement may be modified, waived or discharged unless such waiver, modification or discharge is approved by the Board and agreed to in a writing signed by the Executive and such officer as may be specifically authorized by the Board. No waiver by either party hereto at any time of any breach by the other party hereto of, or compliance with, any condition or provision of this Agreement to be performed



by such other party shall be deemed a waiver of any other provisions or conditions of this Agreement at the same or at any prior or subsequent time.

10. **SUCCESSORS AND ASSIGNS.** The rights and obligations of the Company under this Agreement shall inure to the benefit of and be binding upon the successors and assigns of the Company and the Executive's rights under this Agreement shall inure to the benefit of and be binding upon his heirs and executors. Neither this Agreement or any rights or obligations of the Executive herein shall be transferable or assignable by the Executive.

11. **VALIDITY.** The invalidity or unenforceability of any provision or provisions of this Agreement shall not affect the validity or enforceability of any other provisions of this Agreement, which shall remain in full force and effect. The parties intend for each of the covenants contained in Section 4 to be severable from one another.

12. **SURVIVAL.** The provisions of Section 4 hereof shall survive the termination of Executive's employment and shall be binding upon the Executive's personal or legal representative, executors, administrators, successors, heirs, distributees, devisees and legatees and the provisions of Section 5 hereof relating to payments and termination of the Executive's employment hereunder shall survive such termination and shall be binding upon the Company.

13. **COUNTERPARTS.** This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original but all of which together will constitute one and the same instrument.

14. **ENTIRE AGREEMENT.** This Agreement constitutes the full agreement and understanding of the parties hereto with respect to the subject matter hereof and all prior or contemporaneous agreements or understandings are merged herein. The parties to this Agreement each acknowledge that both of them and their respective agents and advisors were active in the negotiation and drafting of the terms of this Agreement.

15. **GOVERNING LAW.** The validity, construction and enforcement of this Agreement, and the determination of the rights and duties of the parties hereto, shall be governed by the laws of the State of Georgia.

16. **DEFERRED COMPENSATION PLAN OMNIBUS PROVISIONS.**  
Notwithstanding any other provision of this Agreement, it is intended that any payment or benefit which is provided pursuant to or in connection with this Agreement which is considered to be deferred compensation subject to Section 409A of the Code shall be provided and paid in a manner, and at such time, including without limitation payment and provision of benefits only in connection with a permissible payment event contained in Section 409A (e.g., death or separation from service from the Company and its affiliates as defined for purposes of Section 409A of the Code), and in such form, as complies with the applicable requirements of Section 409A of the Code, to avoid the unfavorable tax consequences provided therein for non-compliance. For purposes of this Agreement, all rights to payments and benefits hereunder

shall be treated as rights to receive a series of separate payments and benefits to the fullest extent allowed by Section 409A of the Code. If Executive is a "specified employee" (as defined in Section 409A of the Code) and any of the Company's stock is publicly traded on an established securities market or otherwise, then payment of any amount or provision of any benefit under this Agreement which is considered to be deferred compensation subject to Section 409A of the Code shall be deferred for six (6) months as required by Section 409A(a)(2)(B)(i) of the Code (the "409A Deferral Period"). In the event such payments are otherwise due to be made in installments or periodically during the 409A Deferral Period, the payments which would otherwise have been made in the 409A Deferral Period shall be accumulated and paid in a lump sum as soon as the 409A Deferral Period ends, and the balance of the payments shall be made as otherwise scheduled. In the event benefits are required to be deferred, any such benefit may be provided during the 409A Deferral Period at Executive's expense, with Executive having a right to reimbursement from the Company once the 409A Deferral Period ends, and the balance of the benefits shall be provided as otherwise scheduled. For purposes of this Agreement, any termination of employment will be read to mean a "separation from service" within the meaning of Section 409A of the Code where it is reasonably anticipated that no further services would be performed after such date or that the level of bona fide services Executive would perform after that date (whether as an employee or independent contractor) would permanently decrease to less than fifty percent (50%) of the average level of bona fide services performed over the immediately preceding thirty-six (36)-month period.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement.

AGCO CORPORATION

By: /s/ Debra E. Kuper

Name: Debra E. Kuper

Title: Vice President and General Counsel

EXECUTIVE

By: /s/ Robert Crain

Name: Robert Crain

Date: 9/5/08

EXHIBIT A  
DEFINITION OF "TERRITORY"  
PURSUANT TO SECTION 4(b)(v)

CODE	COUNTRY	AGCO RECOGNISED DISTRIBUTION/ REPRESENTATIVE
AF	AFGHANISTAN	Y
AL	ALBANIA	Y
DZ	ALGERIA	Y
AO	ANGOLA	Y
AG	ANTIGUA AND BARBUDA	Y
AR	ARGENTINA	Y
AU	AUSTRALIA	Y
AT	AUSTRIA	Y
AY	AZORES	Y
BH	BAHRAIN	Y
BD	BANGLADESH	Y
BB	BARBADOS, WEST INDIES	Y
BE	BELGIUM	Y
BJ	BENIN	Y
BO	BOLIVIA	Y
BA	BOSNIA	Y
BR	BRAZIL	Y
BG	BULGARIA	Y
BI	BURUNDI	Y
CM	CAMEROON	Y
CA	CANADA	Y
CF	CENTRAL AFRICAN REPUBLIC	Y
CL	CHILE	Y
CN	CHINA	Y
CO	COLOMBIA	Y
CG	CONGO	Y
CD	CONGO, DEM REP	Y
CR	COSTA RICA	Y
HR	CROATIA	Y
CY	CYPRUS	Y
CZ	CZECH REPUBLIC	Y
DK	DENMARK	Y
DJ	DJIBOUTI	Y
EC	ECUADOR	Y
EG	EGYPT	Y
SV	EL SALVADOR	Y
EE	ESTONIA	Y
ET	ETHIOPIA	Y

FJ	FIJI	Y
FI	FINLAND	Y
FR	FRANCE	Y
GF	FRENCH GUIANA	Y
PF	FRENCH POLYNESIA	Y
GA	GABON	Y
GM	GAMBIA	Y
GE	GEORGIA	Y
DE	GERMANY	Y
GH	GHANA	Y
GR	GREECE	Y
GP	GUADELOUPE	Y
GT	GUATEMALA	Y
GY	GUYANA	Y
HT	HAITI	Y
HN	HONDURAS	Y
HK	HONG KONG	Y
HU	HUNGARY	Y
IR	I.R.O. IRAN	Y
IS	ICELAND	Y
IN	INDIA	Y
ID	INDONESIA	Y
IQ	IRAQ	Y
IE	IRELAND	Y
IL	ISRAEL	Y
IT	ITALY	Y
CI	IVORY COAST	Y
JM	JAMAICA, WEST INDIES	Y
JP	JAPAN	Y
JO	JORDAN	Y
KZ	KAZAKHSTAN	Y
KE	KENYA	Y
KW	KUWAIT	Y
LV	LATVIA	Y
LB	LEBANON	Y
LY	LIBYA	Y
LT	LITHUANIA	Y
LU	LUXEMBOURG	Y
MK	MACEDONIA	Y
MK	MACEDONIA	Y
MG	MADAGASCAR	Y
MW	MALAWI	Y
MY	MALAYSIA	Y
ML	MALI	Y
MQ	MARTINIQUE	Y
MU	MAURITIUS	Y

MX	MEXICO	Y
MA	MOROCCO	Y
MZ	MOZAMBIQUE	Y
MM	MYANMAR	Y
NP	NEPAL	Y
NL	NETHERLANDS	Y
NC	NEW CALEDONIA	Y
NZ	NEW ZEALAND	Y
NG	NIGERIA	Y
NO	NORWAY	Y
OM	OMAN	Y
PK	PAKISTAN	Y
PS	PALESTINE	Y
PG	PAPUA NEW GUINEA	Y
PE	PERU	Y
PH	PHILIPPINES	Y
PL	POLAND	Y
PT	PORTUGAL	Y
PR	PUERTO RICO	Y
QA	QATAR	Y
PA	REP. OF PANAMA	Y
ZM	REP. OF ZAMBIA	Y
RO	ROMANIA	Y
RU	RUSSIA	Y
RW	RWANDA	Y
WS	SAMOA	Y
SA	SAUDI ARABIA	Y
SN	SENEGAL	Y
CS	SERBIA AND MONTENEGRO	Y
SC	SEYCHELLES	Y
SG	SINGAPORE	Y
SK	SLOVAKIA	Y
SI	SLOVENIA	Y
SB	SOLOMON ISLANDS	Y
ZA	SOUTH AFRICA	Y
KR	SOUTH KOREA	Y
ES	SPAIN	Y
LK	SRI LANKA	Y
SD	SUDAN	Y
SR	SURINAME	Y
SE	SWEDEN	Y
CH	SWITZERLAND	Y
SY	SYRIA	Y
TW	TAIWAN	Y
TZ	TANZANIA	Y
TH	THAILAND	Y

CD	THE DEM. REP. OF THE CONGO	Y
TG	TOGO	Y
TO	TONGA	Y
TT	TRINIDAD AND TOBAGO	Y
TN	TUNISIA	Y
TR	TURKEY	Y
UG	UGANDA	Y
UA	UKRAINE	Y
AE	UNITED ARAB EMIRATES	Y
GB	UNITED KINGDOM	Y
US	UNITED STATES	Y
UY	URUGUAY	Y
VN	VIETNAM	Y
ZW	ZIMBABWE	Y

# A G C O C O R P O R A T I O N

## DIRECTOR COMPENSATION for NON - EMPLOYEE DIRECTORS (as of January 1, 2018)

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<b><u>Retainers (1)</u></b>	<b><u>USD</u></b>
Annual Lead Director Retainer (paid only to Lead Director):	30,000
Annual Director Base Retainer (applies to all Directors):	100,000
Annual Committee Chairperson Retainer: <small>(except Audit Committee and Compensation Committee Chair)</small>	15,000
Annual Audit Committee Chairperson Retainer:	25,000
Annual Compensation Committee Chairperson Retainer:	20,000
Additional Annual Retainer for Board Members serving on three committees:	6,000
 <b><u>Additional Compensation</u></b>	
Annual AGCO Stock Grant Award <b>(2)</b>	120,000

In addition, the Company will reimburse directors for the reasonable out-of-pocket expense incurred in the attendance of the meeting.

# AGCOC CORPORATION

## DIRECTOR COMPENSATION for NON - EMPLOYEE DIRECTORS (as of January 1, 2018)

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### Notes:

- 1) Payments of annual retainers are made in accordance with the following provisions:
  - I) Annual Retainers are paid quarterly in four installments (for ease of calculation purposes quarters are divided into 90 days with a 360 day year).
  - II) Annual Retainers accrue as of the first day of each calendar quarter based on the Board and Committee Membership Roster in effect on that date.
  - III) Annual Retainers are paid in advance during the first month of the given calendar quarter (e.g., January for the first quarter).
  - IV) Changes to Board and Committee Memberships (including Chairpersons) will be reviewed and adjustments made to current quarter's retainer amounts (up or down).
  - V) Any changes in the Retainer amounts due for the current quarter will be reflected in the ensuing quarter's retainer payment.
  
- 2) Terms applicable to the Stock Grant Award are defined in the Plan Document. The stock grant equivalent to USD 120,000 is based on closing price on the day of the Annual Shareholders' meeting.



**Wholly Owned Subsidiaries of AGCO Corporation**

**Country of  
Jurisdiction**

AGCO Argentina SA	Argentina
Indamo SA	Argentina
AGCO Australia Ltd	Australia
Lely Australia Pty Ltd	Australia
Sparex Australia PTY Ltd	Australia
AGCO Austria GmbH	Austria
Cimbria Heid GmbH	Austria
Sparex Maschinensubehor Handelsgesellschaft m.b.H	Austria
Sparex Belgium BVBA	Belgium
AGCO do Brasil Maquinas e Equipamentos Agricolas Ltda	Brazil
AGCO do Brasil Soluções Agrícolas Ltda	Brazil
GSI Brasil Industria e Comercio de Equipamentos Agropecuarios Ltd	Brazil
Tecnoagro Maquinas Agrícolas Ltda	Brazil
AGCO Canada Ltd	Canada
GSI Electronique Inc	Canada
Sparex Canada Ltd	Canada
Cimbria HMD SRO	Czech Republic
AGCO (Changzhou) Agricultural Machinery Co. Ltd	China
AGCO (China) Investment Co., Ltd	China
AGCO Dafeng (Yanzhou) Agricultural Machinery Co., Ltd	China
AGCO (Daqing) Agricultural Machinery Co., Ltd.	China
AGCO Genpowex (Shanghai) Co., Ltd	China
AGCO GSI (Changzhou) Agriculture Equipment Co., Ltd	China
Beijing AGCO Trading Co., Ltd	China
Manway Development Limited	China
Matexi (Shanghai) Trading Limited	China
Shanghai GSI Agriculture Equipment Co., Ltd	China
The GSI Group (Shanghai) Co. Ltd	China
AGCO A/S	Denmark
AGCO Danmark A/S	Denmark
A/S Cimbria	Denmark
Cimbria Bulk Equipment A/S	Denmark
Cimbria Unigrain A/S	Denmark
Cimbria Manufacturing A/S	Denmark
Sparex Limited ApS	Denmark
XBA BidCo ApS	Denmark
XBA FinCo ApS	Denmark
XBA MidCo ApS	Denmark
AGCO Power Oy	Finland
AGCO Suomi Oy	Finland
Valtra OY AB	Finland
AGCO Distribution SAS	France
AGCO France SAS	France
AGCO SAS	France
C-Lines France SAS	France

C-Lines International SAS	France
Sparex S.A.R.L.	France
AGCO Deutschland GmbH	Germany
AGCO Feucht GmbH	Germany
AGCO GmbH	Germany
AGCO Hohenmölsen GmbH	Germany
Farmer Automatic GmbH & Co. KG	Germany
Farmer Automatic Management GmbH	Germany
Fendt GmbH	Germany
Fendt Immobilien GmbH	Germany
Lely Agrartechnik GmbH	Germany
Lely Maschinenfabrik GmbH	Germany
Sparex Handels-Und Vertriebs GmbH	Germany
Unterstützungskasse der Fella-Werke Gesellschaft mit beschänkter Haftung	Germany
Valtra Deutschland GmbH	Germany
Welger Vertriebs GmbH	Germany
AGCO Holdings (Hong Kong) Ltd	Hong Kong
C-Lines Asia Limited	Hong Kong
AGCO Hungary Kft	Hungary
GSI Hungary Kft	Hungary
AGCO Trading (India) Private Ltd	India
Lely Ireland Limited	Ireland
Sparex (Tractor Accessories) Ltd	Ireland
AGCO Italia SpA	Italy
Cimbria Heid Italia SRL	Italy
Cimbria SRL	Italy
C-Lines Italia Srl	Italy
Farmec Srl	Italy
Laverda AGCO SPA	Italy
Tecno Poultry Equipment S.P.A.	Italy
Cimbria East Africa Limited	Kenya
AGCO Luxembourg S.a.r.l	Luxembourg
AGCO GSI Asia Sdn Bhd	Malaysia
AGCO GSI (Malaysia) Sdn. Bhd.	Malaysia
Cimbria Far East SDN. BHD	Malaysia
Cumberland Sales & Services Sdn Bhd	Malaysia
MY C-Lines SDN BHD	Malaysia
AGCO Mexico S de RL de CV	Mexico
GSI Cumberland De Mexico, S. De RL De CV	Mexico
GSI Cumberland De Mexico Servicios, SA De CV	Mexico
Impulsora Inqro S.A. de C.V.	Mexico
Prestadora de Servicios Mexicana del Bajio, SA de CV	Mexico
Sparex Mexicana S.A. de CV	Mexico
Ag-Chem Europe Fertilizer Equipment BV	Netherlands
Ag-Chem Europe Industrial Equipment BV	Netherlands
AGCO Holding BV	Netherlands
AGCO International Holdings BV	Netherlands
AGCO Netherlands BV	Netherlands
Forage Company BV	Netherlands
Sparex Limited Vestiging Holland BV	Netherlands
Valtra International BV	Netherlands

AGCO New Zealand Limited	New Zealand
Lely New Zealand Ltd	New Zealand
Sparex New Zealand Ltd	New Zealand
Eikmaskin AS	Norway
AGCO Sp Z.o.o	Poland
Sparex Polska Sp. Z.o.o.	Poland
Sparex Portugal Importacao e Comercio de Pecas Lda	Portugal
Valtractor Comercio de Tractores e Maquinas Agricolas SA	Portugal
AGCO LLC	Russia
Cimbria LLC	Russia
AGCO Holdings (Singapore) Pte. Ltd	Singapore
AGCO Holdings South Africa	South Africa
AGCO South Africa Pty Ltd	South Africa
C-Lines South Africa (Proprietary) Limited	South Africa
Sparex (Proprietary) Ltd	South Africa
AGCO Iberia SA	Spain
Sparex Agrirepuestos SL	Spain
AGCO AB	Sweden
AGCO International GmbH	Switzerland
AGCO Tarim Makineleri Ticaret Ltd Sirketi	Turkey
Sparex Tarim Parca Sanayi Ve Ticaret Limited Sirketi	Turkey
C-Lines Middle East DMCC	United Arab Emirates
AGCO Funding Company	United Kingdom
AGCO International Ltd	United Kingdom
AGCO Ltd	United Kingdom
AGCO Machinery Ltd	United Kingdom
AGCO Manufacturing Ltd	United Kingdom
AGCO Pension Trust Ltd	United Kingdom
AGCO Receivables Ltd	United Kingdom
AGCO Services Ltd	United Kingdom
Cimbria Holdings Limited	United Kingdom
Cimbria (UK) Limited	United Kingdom
Massey Ferguson Staff Pension Trust Ltd	United Kingdom
Massey Ferguson Works Pension Trust Ltd	United Kingdom
Sparex Holdings Ltd	United Kingdom
Sparex International Ltd	United Kingdom
Sparex Ltd	United Kingdom
Spenco Engineering Company Ltd	United Kingdom
AGCO Jackson Assembly Company	United States
Assumption Leasing Company, Inc.	United States
Export Market Services LLC	United States
Intersystems Holdings, Inc.	United States
Intersystems International Inc.	United States
Massey Ferguson Corp.	United States
Precision Planting LLC	United States
Sparex, Inc.	United States
The GSI Group, LLC	United States
AGCO Zambia Ltd	Zambia

**50% or Greater Joint Venture Interests of the Registrant**

Deutz AGCO Motores SA	Argentina
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Groupement International De Mecanique Agricole SA	France
AGCO-RM (Distribution) Holding BV	Netherlands
AGCO Machinery LLC	Russia
AGCO - Amity JV, LLC	United States
Intelligent Agricultural Solutions, LLC	United States
USC LLC	United States

**Less Than 50% Joint Venture Interests of the Registrant**

Algerian Tractor Company Spa	Algeria
AGCO Capital Argentina SA	Argentina
AGCO Finance PTY Ltd	Australia
AGCO Finance GmbH, Landmaschinen Leasing	Austria
AGCO Finance NV	Belgium
Banco De Lage Landen Brasil S.A	Brazil
De Lage Landen Participacoes Ltda (dbaAgricredit do Brasil Ltda)	Brazil
Massey Ferguson Administradora de Consorcios Ltda	Brazil
AGCO Finance Canada Ltd	Canada
AGCO Finance S.N.C.	France
AGCO Finance GmbH	Germany
DKE-Data GmbH & Co. KG	Germany
DKE-Data Verwaltungs GmbH	Germany
Tractors and Farm Equipment Ltd	India
AGCO Finance DAC	Ireland
Libyan Tractor and Agricultural Commodities Company	Libya
Compagnie Maghebine de Materials Agricoles et Industriels SA	Morocco
AGCO Finance B.V	Netherlands
AGCO RM (Manufacturing) Holding BV	Netherlands
AGCO Finance Ltd	New Zealand
AGCO Finance Sp.z.o.o	Poland
AGCO Finance LLC	Russia
GolAZ OJSC	Russia
AGCO Finance AG	Switzerland
Cimbria Unigrain (Thailand) Ltd	Thailand
AGCO Finance Ltd	United Kingdom
AGCO Finance LLC	United States

Consent of Independent Registered Public Accounting Firm

The Board of Directors  
AGCO Corporation:

We consent to the incorporation by reference in the registration statements (No. 333-178399 and No. 333-142711) on Form S-8 of AGCO Corporation and subsidiaries (the “Company”) of our reports dated February 28, 2018, with respect to the consolidated balance sheets of the Company as of December 31, 2017 and 2016, and the related consolidated statements of operations, comprehensive income (loss), stockholders’ equity, and cash flows for each of the years in the three-year period ended December 31, 2017, and the related notes and financial statement schedule (collectively, the “consolidated financial statements”), and the effectiveness of internal control over financial reporting as of December 31, 2017, which reports appear in the December 31, 2017 annual report on Form 10-K of the Company. Our report dated February 28, 2018, on the effectiveness of internal control over financial reporting as of December 31, 2017, contains an explanatory paragraph that management excluded from its assessment of the effectiveness of internal control over financial reporting Precision Planning LLC and the hay and forage division of Lely Group (collectively the “Acquired Entities”) internal control over financial reporting associated with total assets of \$350.1 million and net sales of approximately \$55.5 million included in the consolidated financial statements of the Company as of and for the year ended December 31, 2017. Our audit of the internal control over financial reporting of the Company also excluded the evaluation of internal control over financial reporting of the Acquired Entities.

/s/ KPMG LLP

Atlanta, Georgia  
February 28, 2018

**Power of Attorney**

Know all men and women by these presents, that each person whose signature appears below, hereby constitutes and appoints Andrew H. Beck and Roger N. Batkin his/her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him/her and in his/her name, place and stead, in any and all capacities, to sign the annual report on Form 10-K of AGCO Corporation for the fiscal year ended December 31, 2017 and any or all amendments or supplements thereto, and to file the same with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing necessary or appropriate to be done with respect to the Form 10-K or any amendments or supplements thereto in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

<u>Signature</u>	<u>Date</u>
<u>/s/ Martin Richenhagen</u> Martin Richenhagen	February 28, 2018
<u>/s/ Roy V. Armes</u> Roy V. Armes	February 28, 2018
<u>/s/ Michael C. Arnold</u> Michael C. Arnold	February 28, 2018
<u>/s/ P. George Benson</u> P. George Benson	February 28, 2018
<u>/s/ Suzanne P. Clark</u> Suzanne P. Clark	February 28, 2018
<u>/s/ Wolfgang Deml</u> Wolfgang Deml	February 28, 2018
<u>/s/ George E. Minnich</u> George E. Minnich	February 28, 2018
<u>/s/ Gerald L. Shaheen</u> Gerald L. Shaheen	February 28, 2018
<u>/s/ Mallika Srinivasan</u> Mallika Srinivasan	February 28, 2018
<u>/s/ Hendrikus Visser</u> Hendrikus Visser	February 28, 2018

## Certification Pursuant to § 302 of the Sarbanes-Oxley Act of 2002

I, Martin Richenhagen, certify that:

1. I have reviewed this Annual Report on Form 10-K of AGCO Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weakness in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: February 28, 2018

/s/ Martin Richenhagen

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Martin Richenhagen  
Chairman of the Board, President and Chief Executive Officer

## Certification Pursuant to § 302 of the Sarbanes-Oxley Act of 2002

I, Andrew H. Beck, certify that:

1. I have reviewed this Annual Report on Form 10-K of AGCO Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weakness in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: February 28, 2018

/s/ Andrew H. Beck

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Andrew H. Beck  
Senior Vice President and Chief Financial Officer



**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned, as the Chairman of the Board, President and Chief Executive Officer and as the Senior Vice President and Chief Financial Officer of AGCO Corporation, respectively, certify that, to the best of their knowledge and belief, the Annual Report on Form 10-K for the year ended December 31, 2017 that accompanies this certification fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 and the information contained in the annual report fairly presents, in all material respects, the financial condition and results of operations of AGCO Corporation at the dates and for the periods indicated. The foregoing certifications are made pursuant to 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350) and shall not be relied upon for any other purpose.

/s/ Martin Richenhagen

\_\_\_\_\_  
Martin Richenhagen  
Chairman of the Board, President and Chief Executive Officer  
February 28, 2018

/s/Andrew H. Beck

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Andrew H. Beck  
Senior Vice President and Chief Financial Officer  
February 28, 2018

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to AGCO Corporation and will be retained by AGCO Corporation and furnished to the Securities and Exchange Commission or its staff upon request.