

AGCO LIMITED
ANNUAL REPORT AND
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2010
COMPANY NUMBER: 509133



AGCO LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS

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AGCO LIMITED
DIRECTORS' AND COMPANY INFORMATION

| | |
|-------------------|--|
| Directors | R N Batkin C R Hefford (resigned 02/09/2011) R Markwell |
| Secretary: | R N Batkin |
| Registered Office | Abbey Park Stoneleigh Kenilworth CV8 2TQ |
| Registered number | 509133 |
| Auditors | KPMG LLP Chartered Accountants and Registered Auditor One Snowhill Snow Hill Queensway Birmingham B4 6GH |
| Bank | HSBC Bank Plc Level 37 8 Canada Square London E14 5HQ |

AGCO LIMITED
DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2010

The directors present their annual report and the audited financial statements for the year ended 31 December 2010

Principal activity

The Company's principal activity during the year was the marketing and selling of agricultural machinery. The Company also provides a range of services to various other group companies.

Distribution reorganisation

The Company's sales and marketing activity in export markets continues to be handled through another group company, with its own involvement limited to the undertaking of sales solicitation and support on an agency basis. The Company is remunerated for this activity by the payment of a commission fee. The commission income is reported within Turnover in the Profit and Loss Account.

The Company also continues to contract with the same group company for the warehousing and distribution of all replacement parts. These services are remunerated by the payment of service fees.

There have been no further distribution changes in 2010.

Review of business

AGCO Limited purchases agricultural farm equipment and replacement parts from OEM suppliers and other AGCO group companies to sell to its dealer networks in UK and Eire. It sells agricultural equipment in these markets under the Massey Ferguson, Fendt, Valtra and Challenger brand names.

AGCO Limited continued activities in export markets although under the revised structure as detailed above.

Under its different brand names AGCO offers a full range of agricultural tractors ranging from 19 to 570 horsepower. Tractors account for approximately 82% of the total UK sales of AGCO Limited, replacement parts 8% and combine harvesters and other equipment 10%.

From a number of independent sources AGCO receives market statistics which identify the number of units retailed in each market and is therefore able to determine the movement in the total market place and its own market share.

In AGCO Limited's largest market, the United Kingdom, the total tractor market (measured in tractor units) decreased 11.2% from 2009 levels. The change in the tractor market was a direct result of the decreasing number of farms, due to consolidation and a continued reduction in dairy farming. Farming incomes also fell year on year (minus 10.4 index points). AGCO's total sales in the market also slightly decreased in the same period although AGCO did gain market share for all brands.

AGCO LIMITED
DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2010
(CONTINUED)

The Company continues to measure its performance and development via the use of key performance indicators Included within these are

| | 2010 | 2009 |
|----------------------------------|-------------|-------------|
| Gross margin % | 17.4 | 16.4 |
| Operating profit (GBP'000) | 11,503 | 9,139 |
| Current asset to liability ratio | 7.1 | 7.4 |

AGCO Limited's associate companies also continue to invest strongly in research and development to support AGCO's corporate vision statement of providing "high-tech solutions for professional farmers feeding the world" Spending on research and development across AGCO Limited's associate companies increased again in 2010 and now represents in excess of 3.2 % of AGCO Corporation's world-wide turnover

AGCO Limited's ultimate parent company, AGCO Corporation, again achieved strong operating cash flows in 2010 which enabled it to reduce debt and improve its balance sheet. This positions the Company to be able to invest in its strategic initiatives

The Company's strategic plans are still focused on

- 1 Growing sales and market position through product development, improving the quality of our dealer network and enhancing service support programmes
- 2 Offering an efficient shared finance and administrative service to AGCO's European operations
- 3 Increasing profit through improved product offerings and harmonising and improving internal processes, including employing new systems to drive productivity and service improvements
- 4 Optimising the Company's asset base and working capital requirements.

Business Risks

The financial results of AGCO Limited depend upon the agricultural industry and the factors that affect the agricultural industry such as farm income, debt levels, land values, commodity prices, crop yields and government policies or subsidies will affect the results of the Company Weather conditions such as heat waves and drought, and pervasive livestock diseases can also affect farmers' buying decisions

The Company's financial results are also dependant on its ability to offer an efficient and professional service to other Group companies, which is supported by continuing investment in systems and the training of employees

AGCO LIMITED
DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2010
(CONTINUED)

Whilst AGCO Corporation continues to make significant investment in new product development, the ongoing success of AGCO Limited also depends upon the ability of its suppliers to introduce new products that have customer acceptance. Through its customer satisfaction index (CSI) programme, AGCO continually monitors the acceptance of its product and the quality of its own service and its dealers' service to the end user

Financial risk management and policies

The Company's financial instruments comprise cash at bank, bank overdrafts, finance leases and loans from other group companies. The main purpose of these financial instruments is to raise finance for the Company's operations.

The main risks arising from the Company's financial instruments are interest rate fluctuations and liquidity risk. It is the Company's policy to periodically review the mix of these instruments with regard to projected cash flow requirements and an acceptable level of risk exposure.

Credit risk is managed through internal credit management controls, by reference to information from external credit agencies and by the utilisation of appropriate customer payment instruments. There is no current concentration of credit risk amongst the Company's customers.

The Company continues to contribute to its employee pension schemes, both defined benefit (DB) and defined contribution (DC). The risk of liability on the DB scheme is related to the scheme's investment performance, in addition to inflation, interest rate movements and mortality rate trends.

Tax risk is managed through the use of a dedicated in-house specialist team, supplemented by the use of external advisors where necessary. Details of the Company's current tax position for the year are shown in note 10 and the Company expects all deferred tax assets to be recoverable.

Results and dividends

The profit and loss account for the year is set out on page 9. The directors do not recommend the payment of a dividend (2009: £Nil).

Directors

The directors who served during the year are

R N Batkin
C R Hefford
R Markwell

C R Hefford resigned on 2 September 2011.

Charitable donations and political contributions

The Company made charitable donations of £12,157 (2009: £1,212). There were no political contributions (2009: £Nil) during the year.

AGCO LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2010 (CONTINUED)

Creditor payment policy

The Company's policy in respect of its suppliers is to agree terms of payment on or before entering into each transaction and to adhere to such terms, subject to satisfactory completion of the transaction concerned. Where prior agreement is neither practicable nor feasible, invoices will be dealt with in a timely manner as part of a systematic payment process. The Company negotiates individual payment terms with each of its suppliers. At 31 December 2010, the Company's creditor days compared to the value of suppliers' invoices received in the year was 74 days (2009 61 days)

Employees

As a key part of the Company's philosophy, the Company continues to place great importance on involving its employees in its operations. Regular meetings are held between management and employee representatives through which, as well as through house journals, news bulletins, briefing meetings, video presentations and open days, the Company seeks to keep employees informed and involved in the progress and performance of the Company and its associate companies.

Disabled persons are employed and trained where their aptitude and abilities allow and where there are suitable vacancies. Every effort is made to ensure that employment continues for employees who become disabled, training being arranged as appropriate. It is the policy of the Company that, as far as possible, disabled and able-bodied people should enjoy identical career opportunities.

The AGCO Corporation Group also operates a share based compensation scheme which certain key employees of subsidiary undertakings are able to participate in.

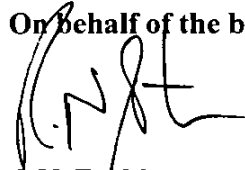
Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware, and each director has taken all steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Auditors

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and KPMG LLP will therefore continue in office.

On behalf of the board:



R.N. Batkin
Secretary
Abbey Park
Stoneleigh
Kenilworth
CV8 2TQ

11 JANUARY 2012

AGCO LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.



KPMG LLP
One Snowhill
Snow Hill Queensway
Birmingham
B4 6GH

Independent auditor's report to the members of AGCO Limited

We have audited the financial statements of AGCO Limited for the year ended 31 December 2010 set out on pages 9 to 35. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the directors' responsibilities statement set out on page 6, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on, the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's web-site at www.frc.org.uk/apb/scope/private.cfm.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2010 and of its profit for the year then ended,
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent auditor's report to the members of AGCO Limited *(continued)*

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit



SJ Purkess (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants

11 January 2012

AGCO LIMITED
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2010

| | | 2010 | 2009 |
|--|--------|------------------|-----------|
| | Note | £'000 | £'000 |
| Turnover | 2 | 240,526 | 234,955 |
| Cost of sales | | (198,774) | (196,400) |
| Gross profit | | 41,752 | 38,555 |
| Distribution costs | | (7,140) | (8,120) |
| Administrative expenses (including exceptional costs of £297,000 (2009 £3,157,000)) | 3 | (46,220) | (51,334) |
| Other operating income | 4 | 23,111 | 25,594 |
| Operating profit being profit on ordinary activities before interest and taxation | | 11,503 | 4,695 |
| Net interest receivable and similar income | 5 | 2,876 | 4,044 |
| Other finance charges | 6 | (2,579) | (4,118) |
| Profit on ordinary activities before taxation | 7 | 11,800 | 4,621 |
| Tax on profit on ordinary activities | 10 | (3,595) | (1,234) |
| Profit for the financial year | 20, 21 | 8,205 | 3,387 |

All of the amounts above relate to continuing activities.

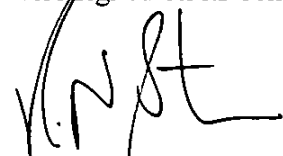
AGCO LIMITED
BALANCE SHEET
AT 31 DECEMBER 2010

| | | 2010 | | 2009 | |
|--|------|-----------------|-----------------|-----------------|-----------------|
| | Note | £'000 | £'000 | £'000 | £'000 |
| Fixed assets | | | | | |
| Tangible assets | 11 | | 3,432 | | 4,375 |
| Investments | 12 | | 1,895 | | 1,895 |
| | | | <u>5,327</u> | | <u>6,270</u> |
| Current assets | | | | | |
| Stocks | 13 | 4,958 | | 6,332 | |
| Debtors | 14 | 261,685 | | 257,860 | |
| Cash at bank and in hand | | <u>1,397</u> | | <u>430</u> | |
| | | <u>268,040</u> | | <u>264,622</u> | |
| Creditors: amounts falling due within one year | 15 | <u>(37,827)</u> | | <u>(36,748)</u> | |
| Net current assets | | | <u>230,213</u> | | <u>227,874</u> |
| Total assets less current liabilities | | | <u>235,540</u> | | <u>234,144</u> |
| Creditors: amounts falling due after more than one year | 16 | | (2,479) | | (2,260) |
| Provisions for liabilities and charges | 17 | | <u>(68)</u> | | <u>(81)</u> |
| Net assets excluding pension liability | | | <u>232,993</u> | | <u>231,803</u> |
| Pension liability | 23 | | <u>(49,671)</u> | | <u>(69,971)</u> |
| Net assets including pension liability | | | <u>183,322</u> | | <u>161,832</u> |
| Capital and reserves | | | | | |
| Called-up share capital | 19 | | 151,136 | | 151,136 |
| Profit and loss account | 20 | | 32,186 | | 10,696 |
| Shareholder's funds | 21 | | <u>183,322</u> | | <u>161,832</u> |

The accompanying notes form an integral part of this balance sheet

Included in debtors are amounts due after more than one year of £3,082,000 (2009 £4,082,000)

These financial statements were approved by the Board of Directors on 11 JANUARY 2012 and were signed on its behalf by



R.N. Batkin
Director

Company number 509133

AGCO LIMITED

**STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
FOR THE YEAR ENDED 31 DECEMBER 2010**

| | | 2010 | 2009 |
|---|------|----------------|----------|
| | Note | £'000 | £'000 |
| Profit for the financial year | | 8,205 | 3,387 |
| Actuarial gain / (loss) recognised in the pension scheme | 23 | 19,396 | (54,030) |
| Deferred tax arising on gain /(loss) in the pension scheme | | (5,431) | 15,128 |
| Impact of change in tax rate | | (680) | - |
| Total recognised gains and losses relating to the financial year | 21 | 21,490 | (35,515) |

AGCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010

1. Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost convention

The company is a wholly owned subsidiary of AGCO Corporation, which is established under the law of the United States of America. AGCO Corporation is required to publish consolidated financial statements incorporating the results of AGCO Limited and consequently, in accordance with Financial Reporting Standard No 1, no cash flow statement is included in these financial statements

The company is exempt under section 401 of the Companies Act 2006 from the requirement to prepare group financial statements. The financial statements therefore present information about the company as an individual undertaking and not about its group. The company is consolidated within the consolidated financial statements of AGCO Corporation, an SEC registered company incorporated in the United States of America. Copies of the consolidated financial statements of AGCO Corporation may be obtained from 4205 River Green Parkway, Duluth, Georgia, 30096

Going concern

The company's business activities, together with the factors likely to affect its future development, performance and position are set out in the Business Review on pages 2 to 4. The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements

Acquisitions

The results of any businesses acquired during the year are included from the effective date of acquisition using the acquisition method of accounting. The purchase consideration is allocated to assets and liabilities on the basis of fair value at the date of acquisition

Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All exchange differences are taken to the profit and loss account

Turnover

Turnover represents net invoiced sales of goods and services, excluding value added tax and is shown net of discounts. Turnover also includes commission income receivable from other group companies in accordance with intercompany agreements

AGCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

1. Accounting policies (continued)

Tangible fixed assets

Tangible fixed assets are stated at cost net of depreciation and any provision for impairment

Depreciation is provided on a straight-line basis in order to write off the cost less estimated residual value of all tangible fixed assets, over their estimated useful lives. The principal rates used are as follows

| | | |
|------------------------|---|----------|
| Leasehold improvements | - | 5% |
| Plant and equipment | - | 5% - 33% |
| Production tooling | - | 20% |

Depreciation is not provided on assets in the course of construction

Hire purchase and leasing commitments

Assets obtained under hire purchase contracts or finance leases are capitalised in the balance sheet. Those held under hire purchase contracts are depreciated over their estimated useful lives. Those held under finance leases are depreciated over their estimated useful lives or the lease term, whichever is shorter.

The interest element of these obligations is charged to the profit and loss account over the relevant period. The capital element of the future payments is treated as a liability.

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis to the period of the next rental increase.

Investments

Fixed asset investments are stated at cost less provision for impairment.

Research and development

All expenditure on research and development is written off as incurred, except that development expenditure incurred on an individual project is carried forward only when its future recoverability can be foreseen with reasonable assurance. Any expenditure carried forward is amortised over the life of the related project.

Stocks

Stocks are stated at the lower of cost and estimated net realisable value. Cost comprises materials and overheads attributable to the stage of delivery reached. Provision is made for obsolete, slow-moving or defective items where appropriate.

Warranty

Provision is made to reverse the margin made on parts sales that will be used in future warranty claims. This is calculated based on outstanding warranty claims.

AGCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

1. Accounting policies (continued)

Taxation

The charge for taxation is based on the profit or loss of the period and takes into account deferred taxation (see below)

Current tax, including foreign tax where appropriate, is provided at amounts expected to be paid or recovered using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date

Deferred taxation is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen, but not reversed, by the balance sheet date, except where otherwise required by Financial Reporting Standard No 19

Pensions

The company operates a defined contribution pension. The assets of the scheme are held separately from those of the company in an independently administered fund. The amount charged to the profit and loss account represents the contributions payable to the scheme in respect of the accounting period.

The company also operates a pension scheme providing benefits based on final pensionable pay. The assets of the scheme are held separately from those of the company. Pension scheme assets are measured using market values. For quoted securities the current bid price is taken as market value. Pension scheme liabilities are measured using a projected unit method and discounted at the current rate of return on a high quality corporate bond of equivalent terms and currency to the liability.

The pension scheme surplus (to the extent that it is recoverable) or deficit is recognised in full. The movement in the scheme surplus/deficit is split between operating charges, finance items and in the statement of total recognised gains and losses, actuarial gains and losses.

Share based payments

The share based compensation plans allow certain employees to acquire shares of AGCO Corporation. The fair value of the shares/options granted is charged as an employee expense. The fair value is measured at the grant date and spread over the period during which the employees become unconditionally entitled to the shares/options. The fair value is based on either market value at grant date or the Black Scholes option pricing model depending on the plan (see note 26 for details). The Black Scholes model takes into account the terms and conditions upon which the options were granted. The amount recognised as an expense is adjusted to reflect the estimated number of shares/options that are expected to vest except where forfeiture is only due to 'total shareholder return' targets not being achieved.

The transitional provisions of FRS 20 allow for no expense to be recorded in respect of grants made under the above schemes prior to 7 November 2002. These schemes were only introduced during 2006.

AGCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

2. Turnover

Turnover represents amounts invoiced for goods and services supplied by the company excluding value added tax. Turnover also includes commission income receivable from other group companies in accordance with intercompany agreements. Turnover is analysed by geographical market supplied to as follows

| | 2010 | | 2009 | |
|-----------------|----------------|------------|----------------|------------|
| | £'000 | % | £'000 | % |
| Rest of Europe* | 32,332 | 13 | 25,841 | 11 |
| United Kingdom | 196,354 | 82 | 197,391 | 84 |
| Africa* | 2,099 | 1 | 4,167 | 2 |
| Asia* | 4,063 | 2 | 7,329 | 3 |
| Australasia* | 832 | - | 25 | - |
| North America* | 4,576 | 2 | 71 | - |
| South America* | 270 | - | 131 | - |
| | <u>240,526</u> | <u>100</u> | <u>234,955</u> | <u>100</u> |

The Directors consider there to be one class of business. All turnover, both domestic and international, arises from activities within the United Kingdom

* Turnover figures for these markets include commission income

3. Exceptional costs included within administrative expenses

| | 2010 | 2009 |
|---|------------|--------------|
| | £'000 | £'000 |
| Total cost of restructuring | 297 | 1,701 |
| Barber equalisation adjustment to pension liability | - | 1,456 |
| | <u>297</u> | <u>3,157</u> |

The restructuring costs occurring in 2010 and 2009 relate to the company's decision to rationalise the services provided by the UK shared service centre

The Barber equalisation adjustment in 2009 relates to the following

On the 17th May 1990, the European Court of Justice ruled that pension benefits for males and females should be equalised. The main impact was on the normal retirement age, NRA, which stood at 65 years old for males and 60 years old for females. To reflect this ruling, AGCO changed its pension scheme rules and accounting / funding assumptions on the 1st February 1991 to equalise the NRA to 65 years for all employees. However, for service earned during the period between the 17th May 1990 and the 1st February 1991, no accounting / funding changes were made in respect of equalisation. The impact was an understatement of the Company's pension obligations. The impact was only identified and booked in the Company books in 2009 (value £1,456,000) in line with FRS 17 (see note 23)

AGCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

4. Other operating income

| | 2010 £'000 | 2009 £'000 |
|----------------------------------|---------------|---------------|
| Management fees and service fees | <u>23,111</u> | <u>25,594</u> |

5. Net interest receivable and similar income

| | 2010 £'000 | 2009 £'000 |
|---|---------------|---------------|
| Interest receivable | 3,413 | 4,791 |
| Less interest payable and similar charges | <u>(537)</u> | <u>(747)</u> |
| | <u>2,876</u> | <u>4,044</u> |

The above amounts are analysed as follows

| | 2010 £'000 | 2009 £'000 |
|---|---------------|---------------|
| Interest payable and similar charges | | |
| Finance lease interest | 73 | 74 |
| Other interest payable to third parties | 356 | 441 |
| Interest payable to group undertakings | <u>108</u> | <u>232</u> |
| | <u>537</u> | <u>747</u> |
| Interest receivable | | |
| Interest receivable from third parties | - | 121 |
| Interest receivable from group undertakings | <u>3,413</u> | <u>4,670</u> |
| | <u>3,413</u> | <u>4,791</u> |

6. Other finance charges

| | 2010 £'000 | 2009 £'000 |
|--|---------------|---------------|
| Expected return on pension scheme assets | (18,452) | (15,298) |
| Interest on pension scheme liabilities | <u>21,031</u> | <u>19,416</u> |
| | <u>2,579</u> | <u>4,118</u> |

AGCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

7. Profit on ordinary activities before taxation

Profit on ordinary activities before taxation is stated after charging the following

| | 2010 £'000 | 2009 £'000 |
|---|---------------|---------------|
| Depreciation - owned assets | 1,026 | 1,098 |
| Depreciation - assets held under finance lease contracts | 594 | 574 |
| Research and development expenditure | - | 511 |
| Foreign exchange losses | 371 | 2,243 |
| Hire of other assets – operating leases | 2,889 | 2,933 |
| Hire of plant and machinery – rentals payable under operating leases | 3 | - |
| Auditors' remuneration | | |
| - Audit of these financial statements | 129 | 126 |
| - Amounts receivable by the auditors and their associates in respect of | | |
| Other services pursuant to legislation | 183 | 179 |
| Share of group Sarbanes Oxley compliance | 183 | 179 |

Amounts receivable by the Company's auditor in respect of services to the Company and its associates, other than the audit of the Company's financial statements, have not been disclosed as the information is required instead to be disclosed on a consolidated basis in the consolidated financial statements of the Company's parent, AGCO Corporation

8. Directors' emoluments

The remuneration of the directors, (excluding pension contributions), was £152,356 (2009. £235,721) Pension contributions made by the company totalled £6,482 (2009 £8,206) Total emoluments therefore amounted to £158,838 (2009 £243,927) Emoluments of the highest-paid director are as follows.

| | 2010 £'000 |
|---|---------------|
| Aggregate emoluments excluding pension contributions | 65 |
| Aggregate value of any company contributions paid to a pension scheme in respect of qualifying services | - |
| | <u>65</u> |

One of the directors who held office at 31 December 2010 was a member of a defined benefit scheme for the current and prior year Another director was a member until 31 August 2009

During 2010 two directors received shares under long term incentive schemes

AGCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

9. Staff costs

The average monthly number of persons (including executive directors) employed by the company during the year was:

| | 2010 Number | 2009 Number |
|----------------|----------------|----------------|
| Selling | 137 | 165 |
| Administration | 384 | 437 |
| | <u>521</u> | <u>602</u> |

The aggregate payroll costs of these persons were as follows

| | 2010 £'000 | 2009 £'000 |
|------------------------------------|---------------|---------------|
| Wages and salaries | 19,363 | 19,990 |
| Share based payments (see note 26) | 270 | 448 |
| Social security costs | 2,403 | 2,212 |
| Other pension costs | 1,689 | 1,245 |
| | <u>23,725</u> | <u>23,895</u> |

10. Tax on profit on ordinary activities

Analysis of the tax (credit) / charge for the year

| | 2010 £'000 | | 2009 £'000 | |
|--|---------------|--------------|---------------|--------------|
| Current tax: | | | | |
| <i>UK corporation tax</i> | | | | |
| Adjustments in respect of previous years | | <u>(500)</u> | | <u>-</u> |
| Total current tax (see over) | | (500) | | - |
| Deferred tax: | | | | |
| Origination and reversal of timing differences | 3,939 | | 1,304 | |
| Impact of rate change | 156 | | - | |
| Adjustment in respect of previous years | <u>-</u> | | <u>(70)</u> | |
| Total deferred tax (note 18) | | 4,095 | | 1,234 |
| Tax on profit on ordinary activities | | <u>3,595</u> | | <u>1,234</u> |

AGCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

10. Tax on profit on ordinary activities (continued)

Factors affecting the tax (credit) / charge for the year

The current tax (credit)/charge for the year is lower (2009 lower) than the standard rate of corporation tax in the UK of 28% (2009 28%) The differences are explained below

| | 2010 £'000 | 2009 £'000 |
|--|---------------|---------------|
| Current tax reconciliation: | | |
| Profit on ordinary activities before tax | <u>11,800</u> | <u>4,621</u> |
| Current tax thereon at 28% (2009 28%) | 3,303 | 1,294 |
| <i>Effects of</i> | | |
| Net expenses not deductible for tax purposes | 47 | 239 |
| Capital allowances in excess of depreciation | (1,182) | 611 |
| FRS 17 pension timing differences | (3,450) | (3,058) |
| Short term timing differences | (27) | (11) |
| Non taxable financial impacts of FRS 17 | 722 | 1,153 |
| Group relief for no payment | 587 | (228) |
| Adjustment in respect of prior years | <u>(500)</u> | <u>-</u> |
| Total current tax credit (see above) | <u>(500)</u> | <u>-</u> |

Factors affecting future tax charges/ (credits)

The Emergency Budget on 22 June 2010 announced that the UK corporation tax rate will reduce from 28% to 24% over a period of 4 years from 2011 The first reduction in the UK corporation tax rate from 28% to 27% was substantively enacted on 20 July 2010 and will be effective from 1 April 2011 This will reduce the company's future current tax charge accordingly During the Budget in March 2011 a further 1% reduction was announced, effective from 1 April 2011, such that the rate will now reduce to 23% over the 4 years from 2011 It has not yet been possible to quantify the full anticipated effect of the announced further 4% rate reduction, although this will further reduce the company's future current tax charge

AGCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

11. Tangible fixed assets

| | Leasehold improvements £'000 | Plant and equipment £'000 | Production tooling £'000 | Total £'000 |
|----------------------------|------------------------------------|---------------------------------|--------------------------------|----------------|
| Cost: | | | | |
| At 1 January 2010 | 65 | 21,458 | 3,835 | 25,358 |
| Additions | - | 644 | 33 | 677 |
| At 31 December 2010 | 65 | 22,102 | 3,868 | 26,035 |
| Depreciation: | | | | |
| At 1 January 2010 | 10 | 18,319 | 2,654 | 20,983 |
| Charge for year | 3 | 1,229 | 388 | 1,620 |
| At 31 December 2010 | 13 | 19,548 | 3,042 | 22,603 |
| Net book value: | | | | |
| At 31 December 2010 | 52 | 2,554 | 826 | 3,432 |
| At 31 December 2009 | 55 | 3,139 | 1,181 | 4,375 |

AGCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

11. Tangible fixed assets (continued)

Fixed assets, included in the above, which are held under finance lease contracts are as follows

| | Plant and equipment £'000 |
|----------------------------|--|
| Cost: | |
| At 1 January 2010 | 2,546 |
| Additions | 531 |
| At 31 December 2010 | <u>3,077</u> |
| Depreciation: | |
| At 1 January 2010 | 1,593 |
| Charge for year | 594 |
| At 31 December 2010 | <u>2,187</u> |
| Net book value: | |
| At 31 December 2010 | <u>890</u> |
| At 31 December 2009 | <u>953</u> |

12. Fixed asset investments

| | Interest in subsidiary undertaking £'000 | Other investments £'000 | Total £'000 |
|--|---|--|------------------------|
| Cost at 1 January 2010 and 31 December 2010 | <u>1</u> | <u>2,855</u> | <u>2,856</u> |
| Provision for Impairment at 1 January 2010 and 31 December 2010 | <u>-</u> | <u>(961)</u> | <u>(961)</u> |
| Net book value at 1 January 2010 and 31 December 2010 | <u>1</u> | <u>1,894</u> | <u>1,895</u> |

AGCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

12. Fixed asset investments (continued)

Interests in subsidiary undertaking

The company owns 100% of the ordinary share capital of Massey Ferguson Staff Pension Trust Limited, a company registered in England and Wales. This subsidiary did not trade during the year.

Other investments

| | Principal activity | Country of incorporation | Holding % |
|--------------------|---|--------------------------|-----------|
| AGCO SA | Manufacturing and sale of agricultural tractors | France | 0.05 |
| AGCO Italia Spa | Sale of agricultural tractors | Italy | 1 |
| AGCO Argentina SA | Sale of agricultural machinery | Argentina | 5 |
| AGCO Machinery LLC | Sale of agricultural machinery | Russia | 2.5 |

All holdings are in ordinary shares.

The directors are of the opinion that the value of fixed asset investments is at least equal to the amounts at which they are included in the financial statements.

13. Stocks

| | 2010 £'000 | 2009 £'000 |
|----------------|---------------|---------------|
| Finished goods | <u>4,958</u> | <u>6,332</u> |

AGCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

14. Debtors

Amounts falling due within one year

| | 2010 | 2009 |
|------------------------------------|----------------|---------|
| | £'000 | £'000 |
| Trade debtors | 23,526 | 23,986 |
| Amounts owed by group undertakings | 232,415 | 223,589 |
| Other debtors | 572 | 2,306 |
| Social security and other taxes | 371 | 1,751 |
| Prepayments and accrued income | 579 | 640 |
| Deferred tax asset (see note 18) | 1,140 | 1,506 |
| | 258,603 | 253,778 |

Amounts falling due after more than one year:

| | 2010 | 2009 |
|----------------------------------|----------------|---------|
| | £'000 | £'000 |
| Deferred tax asset (see note 18) | 3,082 | 4,082 |
| | 261,685 | 257,860 |

15. Creditors: amounts falling due within one year

| | 2010 | 2009 |
|------------------------------------|---------------|--------|
| | £'000 | £'000 |
| Trade creditors | 5,638 | 6,018 |
| Amounts owed to group undertakings | 6,929 | 7,702 |
| Corporation tax payable | - | 500 |
| Obligations under finance leases | 488 | 478 |
| Social security and other taxes | 891 | 689 |
| Accruals and deferred income | 23,881 | 21,361 |
| | 37,827 | 36,748 |

AGCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

16. Creditors: amounts falling due after more than one year

| | 2010 | 2009 |
|----------------------------------|---------------------|---------------------|
| | £'000 | £'000 |
| Obligations under finance leases | 416 | 469 |
| Accruals and deferred income | <u>2,063</u> | <u>1,791</u> |
| | <u>2,479</u> | <u>2,260</u> |

Finance leases are repayable as follows

| | 2010 | 2009 |
|---|-------------------|-------------------|
| | £'000 | £'000 |
| Obligations under finance leases | | |
| - between one and two years | 253 | 324 |
| - between two and five years | <u>163</u> | <u>145</u> |
| | 416 | 469 |
| On demand or within one year | <u>488</u> | <u>478</u> |
| | <u>904</u> | <u>947</u> |

17. Provisions for liabilities and charges

| | Warranty provisions £'000 |
|----------------------------|--|
| At 1 January 2010 | 81 |
| Amounts released unused | <u>(13)</u> |
| At 31 December 2010 | <u>68</u> |

The warranty provision is made to reverse the margin made on parts sales that will be used in future warranty claims. The calculation for this provision is based on actual warranty claims which have been submitted but not yet processed.

AGCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

18. Deferred taxation

The amount recognised for deferred taxation at 31 December 2010, calculated under the liability method, at a UK corporation tax rate of 27% (2009 28%) is set out below

| | 2010 | | 2009 | |
|---|-------|--------|-------|---------------|
| | £'000 | £'000 | £'000 | £'000 |
| <i>Deferred tax asset excluding deferred tax on pension deficit included in debtors due in less than one year (note 14)</i> | | | | |
| Accelerated capital allowances | 1,027 | | 1,361 | |
| Short term timing differences | 113 | | 145 | |
| | | 1,140 | | 1,506 |
| <i>Deferred tax asset excluding deferred tax on pension deficit included in debtors due in more than one year (note 14)</i> | | | | |
| Accelerated capital allowances | 3,082 | | 4,082 | |
| | | 3,082 | | 4,082 |
| Deferred tax asset excluding deferred tax on pension deficit included in debtors | | 4,222 | | 5,588 |
| Deferred tax asset on pension deficit included in pension liability | | 18,371 | | 27,211 |
| | | 22,593 | | 32,799 |
| | | | | £'000 |
| Deferred tax asset at 1 January 2010 | | | | 32,799 |
| Charge to the profit and loss account (note 10) | | | | (4,095) |
| Charge for the year in the statement of total recognised gains and losses | | | | (6,111) |
| At 31 December 2010 | | | | 22,593 |

The Emergency Budget on 22 June 2010 announced that the main rate of UK corporation tax will reduce from 28% to 27% with effect from 1 April 2011. This tax change became substantively enacted in July 2010 and therefore the effect of the rate reduction on the potential deferred tax balances as at 31 December 2010 has been included in the figures above.

On 23 March 2011 the Chancellor announced a further reduction in the main rate of UK corporation tax to 26% with effect from 1 April 2011 and to 25% with effect from 1 April 2012. These changes became substantively enacted on 29 March 2011 and 5 July 2011 respectively and have not been reflected in the figures above as they were not substantively enacted at the balance sheet date.

AGCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

18. Deferred taxation (continued)

The Chancellor also proposed changes to further reduce the main rate of corporation tax by 1% per annum to 23% by 1 April 2014, but these changes have not yet been substantively enacted and so again have not been reflected in the figures above. It has not been possible to quantify the full anticipated effect of the announced further reductions although they will reduce the company's deferred tax assets accordingly.

19. Called-up share capital

| | 2010 £'000 | 2009 £'000 |
|--|----------------|----------------|
| Allotted, called-up and fully-paid: | | |
| 151,135,779 ordinary shares of £1 each | <u>151,136</u> | <u>151,136</u> |

20. Profit and loss account

| | £'000 |
|---|----------------------|
| At 1 January 2010 | 10,696 |
| Profit for the financial year | 8,205 |
| Actuarial gain recognised in the pension scheme | 19,396 |
| Deferred tax arising on gain in pension scheme | (6,111) |
| At 31 December 2010 | <u>32,186</u> |

| | 2010 £'000 | 2009 £'000 |
|---|-----------------|-----------------|
| Profit and loss account excluding pension liability | 81,857 | 80,667 |
| Pension liability | <u>(49,671)</u> | <u>(69,971)</u> |
| Profit and loss account including pension liability | <u>32,186</u> | <u>10,696</u> |

21. Reconciliation of movements in shareholder's funds

| | 2010 £'000 | 2009 £'000 |
|--|-----------------------|-----------------------|
| Profit for the financial year and retained profit | 8,205 | 3,387 |
| Other recognised gains/(losses) relating to the year | 13,285 | (38,902) |
| Total recognised gains and losses relating to the year and net addition to shareholder's funds | <u>21,490</u> | <u>(35,515)</u> |
| Shareholder's funds at 1 January | <u>161,832</u> | <u>197,347</u> |
| Shareholder's funds at 31 December | <u>183,322</u> | <u>161,832</u> |

AGCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

22. Financial commitments

At 31 December 2010 the company had annual commitments under non-cancellable operating leases for the hire of plant, equipment, land and buildings, and motor vehicles as follows

| | 2010 | 2010 | 2009 | 2009 |
|-------------------------------|------------------|------------|------------------|------------|
| | Land & Buildings | Other | Land & Buildings | Other |
| | £'000 | £'000 | £'000 | £'000 |
| Operating leases which expire | | | | |
| - within one year | 33 | 62 | 142 | 165 |
| - between one and five years | - | 742 | - | 546 |
| - greater than five years | 1,282 | 2 | 1,213 | 2 |
| | 1,315 | 806 | 1,355 | 713 |

23. Pensions

The company operates a defined contribution pension scheme. The pension costs charge for the period represents contributions payable by the company to the scheme and amounted to £470,000 (2009 £488,000). There were no outstanding or prepaid contributions at either the beginning or end of the financial year.

The company also operates a pension scheme providing benefits based on final pensionable pay. The company has adopted FRS 17 'Retirement Benefits' in these financial statements. The latest full actuarial valuation was carried out at 30 September 2005, (previous valuation was at 30 September 2002) and was updated for FRS 17 purposes by a qualified independent actuary as at 31 December 2010, 31 December 2009, 31 December 2008, 31 December 2007 and 31 December 2006.

The major assumptions used for the FRS 17 actuarial valuation were

| | 2010 | 2009 | 2008 |
|---|-----------|-----------|-----------|
| Rate of increase in salaries- staff members | 4.4% p.a. | 4.6% p.a. | 3.8% p.a. |
| Rate of increase in salaries- executive members | 5.4% p.a. | 5.6% p.a. | 4.8% p.a. |
| Rate of increase in pensions in payment for pension accrued | | | |
| -before 6 April 1997 | 3.0% p.a. | 3.0% p.a. | 3.0% p.a. |
| - 6 April 1997 to 5 April 2004 | 3.5% p.a. | 3.8% p.a. | 3.5% p.a. |
| - 6 April 2004 to 5 April 2005 | 2.9% p.a. | 3.5% p.a. | 2.7% p.a. |
| - post 5 April 2005 | 2.1% p.a. | 2.3% p.a. | 2.0% p.a. |
| Discount rate | 5.7% p.a. | 5.8% p.a. | 6.8% p.a. |
| Rate of inflation - RPI | 3.4% p.a. | 3.6% p.a. | 2.8% p.a. |
| Rate of inflation - CPI | 2.9% p.a. | N/A | N/A |

AGCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

23. Pensions (continued)

The mortality assumptions are based on standard mortality tables which allow for future mortality improvements. The assumptions are that a member currently aged 65 will live on average for a further 21.5 years if they are male and for a further 23.2 years if they are female. For a member who retires in 2030 at age 65 the assumptions are that they will live on average for a further 22.5 years after retirement if they are male and for a further 23.9 years after retirement if they are female.

The assumptions by the actuary are the best estimates chosen from a range of possible actuarial assumptions which, due to the timescale covered, may not necessarily be borne out in practice.

Scheme assets/liabilities

The fair value of the scheme's assets, which are not intended to be realised in the short term and may be subject to significant change before they are realised, and the present value of the scheme's liabilities, which are derived from cash flow projections over long periods and thus inherently uncertain were

| | Fair value at 31 December 2010 £'000 | Fair value at 31 December 2009 £'000 | Fair value at 31 December 2008 £'000 |
|-------------------------------------|---|---|---|
| Equities | 197,202 | 88,889 | 75,472 |
| Bonds | 100,755 | 87,657 | 81,967 |
| Other | 5,265 | 101,600 | 86,344 |
| Total fair value of assets | 303,222 | 278,146 | 243,783 |
| Present value of scheme liabilities | (371,264) | (375,328) | (293,737) |
| Deficit in the scheme | (68,042) | (97,182) | (49,954) |
| Related deferred tax asset | 18,371 | 27,211 | 13,987 |
| Net pension liability | (49,671) | (69,971) | (35,967) |

The expected rates of return on the assets in the scheme were

| | 2010 % | 2009 % | 2008 % |
|----------|-----------|-----------|-----------|
| Equities | 7.0% p.a. | 7.0% p.a. | 7.9% p.a. |
| Bonds | 7.0% p.a. | 7.0% p.a. | 4.8% p.a. |
| Other | 7.0% p.a. | 7.0% p.a. | 7.9% p.a. |

AGCO Limited employs a building block approach in determining the long-term rate of return on pension plan assets. Historical markets are studied and assets with higher volatility are assumed to generate higher returns consistent with widely accepted capital market principles. The assumed long-term rate of return on each asset class is set out above. The overall expected rate of return on assets is then derived by aggregating the expected return for each asset class over the actual asset allocation for the Scheme at the 31 December 2010.

AGCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

23. Pensions (continued)

Analysis of other pension costs charged in arriving at operating profit

| | 2010 £'000 | 2009 £'000 |
|----------------------|---------------|---------------|
| Current service cost | 1,247 | 753 |
| Past service cost | - | 1,456 |
| | 1,247 | 2,209 |

Analysis of amounts included in other finance charges

| | 2010 £'000 | 2009 £'000 |
|--|---------------|---------------|
| Expected return on pension scheme assets | (18,452) | (15,298) |
| Interest on pension scheme liabilities | 21,031 | 19,416 |
| | 2,579 | 4,118 |

Changes to the present value of the defined benefit obligation during year

| | 2010 £'000 | 2009 £'000 |
|--|-----------------|-----------------|
| Opening defined benefit obligation | 375,328 | 293,737 |
| Current service cost | 1,247 | 753 |
| Past service cost | - | 1,456 |
| Interest cost | 21,031 | 19,416 |
| Contributions by scheme participants | 452 | 489 |
| Actuarial (gains) / losses on scheme liabilities | (5,350) | 77,565 |
| Curtailments | (346) | - |
| Net benefits paid out | (21,098) | (18,088) |
| Closing defined benefit obligation | 371,264 | 375,328 |

Changes to the fair value of scheme assets during the year

| | 2010 £'000 | 2009 £'000 |
|--|-----------------|-----------------|
| Opening fair value of scheme assets | 278,146 | 243,783 |
| Expected return on scheme assets | 18,106 | 15,298 |
| Actuarial gains on scheme assets | 14,046 | 23,535 |
| Contributions by the employer | 13,570 | 13,129 |
| Contributions by scheme participants | 452 | 489 |
| Net benefits paid out | (21,098) | (18,088) |
| Closing fair value of scheme assets | 303,222 | 278,146 |

AGCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

23. Pensions (continued)

History of plans

The history of the plan for the current and prior periods is as follows

| | 2010 £'000 | 2009 £'000 | 2008 £'000 | 2007 £'000 | 2006 £'000 |
|-------------------------------------|---------------|---------------|---------------|---------------|---------------|
| Present value of scheme liabilities | (371,264) | (375,328) | (293,737) | (326,800) | (363,900) |
| Fair value of scheme assets | 303,222 | 278,146 | 243,783 | 298,000 | 290,800 |
| Deficit | (68,042) | (97,182) | (49,954) | (28,800) | (73,100) |

Analysis of amounts recognised in the statements of total recognised gains and losses

| | 2010 | 2009 | 2008 | 2007 | 2006 |
|--|--------|----------|----------|---------|--------|
| Actual return less expected return on scheme assets (£'000) | 14,046 | 23,535 | (65,459) | (5,100) | 1,700 |
| Percentage of year end scheme assets (%) | 4.6 | 8.5 | 26.9 | 1.7 | 0.6 |
| Experience gains /(loss) arising on scheme liabilities (£'000) | 120 | (99) | (2,143) | 1,000 | 12,900 |
| Percentage of present value of year end scheme liabilities (%) | 0.0 | 0.0 | 0.7 | 0.3 | 3.5 |
| Changes in assumptions underlying the present value of scheme liabilities (£'000) | 5,230 | (77,466) | 37,678 | 38,000 | 22,300 |
| Percentage of present value of year end scheme liabilities (%) | 1.4 | 20.6 | 12.8 | 11.8 | 6.1 |
| Actuarial gain / (loss) recognised in statement of total recognised gains and losses (£'000) | 19,396 | (54,030) | (29,924) | 33,900 | 36,900 |
| Percentage of present value of year end scheme liabilities (%) | 5.2 | 14.4 | 10.2 | 10.4 | 10.1 |

The scheme is closed to new members and therefore under the projected unit method the current service cost would be expected to increase as the members of the scheme approach retirement

Regular employer contributions to the Scheme in 2011 are estimated to be approximately £13,250,000

AGCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

24. Contingent liabilities

The company has entered into a warehouse service agreement for the next financial year which includes the commitment of a fixed warehouse service fee of £2,539,488 (2009 £2,446,524) payable evenly on a monthly basis. The agreement includes exit payments where AGCO Limited is liable to pay £250,000 on a reducing balance based on months elapsed from the signing of the agreement and the effective date of termination on 31 December 2012

The company has counter-indemnified the UK lending banks in respect of HM Revenue and Customs duty deferment guarantees amounting £50,000 (2009 £50,000)

The company has given a counter-indemnity in respect of performance bonds amounting to £4,768,415 (2009 £480,000)

25. Related party transactions

AGCO Corporation is required to publish consolidated financial statements incorporating the results of AGCO Limited and consequently, in accordance with FRS 8, transactions with group entities are not disclosed within these financial statements. AGCO Corporation is established under the law of the United States of America

Balances with group undertakings are shown in notes 14 and 15

The following transactions and balances are with AGCO Finance Limited (incorporated in the UK), an associated undertaking of the company's ultimate UK parent company (AGCO International Limited), and AGCO Finance Limited (incorporated in Eire), an associated undertaking of a fellow subsidiary

| | 2010 | 2009 |
|---|---------------------|---------------------|
| | £'000 | £'000 |
| Amounts owed by AGCO Finance Limited | 1,066 | 486 |
| Amounts owed to AGCO Finance Limited | (827) | (372) |
| Amounts owed to AGCO Finance Limited (Eire) | (45) | (97) |
| Amounts invoiced to AGCO Finance Limited principally in respect of wholesale financing to AGCO dealerships, net of amounts in respect of financing arrangements | 164,787 | 146,352 |
| Subsidies paid to AGCO Finance Limited (Eire) | <u>(544)</u> | <u>(610)</u> |

AGCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

25. Related party transactions (continued)

The extent of transactions with GIMA SA, a joint venture of a fellow subsidiary undertaking, is summarised below

| | 2010 | 2009 |
|-------------------------|--------------|--------------|
| | £'000 | £'000 |
| Amounts owed by GIMA SA | - | 4 |
| Amounts owed to GIMA SA | - | (6) |
| Sales to GIMA SA | 1 | 91 |
| Purchases from GIMA SA | - | (6) |

The extent of transactions with TAFE, an associated undertaking of a fellow subsidiary, is summarised below

| | 2010 | 2009 |
|---------------------|--------------|--------------|
| | £'000 | £'000 |
| Purchases from TAFE | - | (22) |

The extent of transactions with the Libyan Tractor Company, an associated undertaking of the company's ultimate UK parent company (AGCO International Limited) is summarised below

| | 2010 | 2009 |
|--|--------------|--------------|
| | £'000 | £'000 |
| Amounts owed by the Libyan Tractor Company | 403 | - |
| Sales to the Libyan Tractor Company | 957 | - |

The extent of transactions with Laverda Spa, a joint venture of a fellow subsidiary undertaking, and with its subsidiary Gallignani Spa, are summarised below

| | 2010 | 2009 |
|--|--------------|--------------|
| | £'000 | £'000 |
| Amounts owed to Laverda Spa and Gallignani Spa | (4) | 13 |
| Sales to Laverda Spa and Gallignani Spa | - | 13 |
| Purchases from Laverda Spa and Gallignani Spa | (7) | - |

AGCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

26. Employee share schemes

Share based payments

During the year ended 31 December 2006 the AGCO Corporation Group introduced two share based compensation schemes for employees. Certain key employees of subsidiary undertakings are eligible to participate in these schemes.

The schemes take different forms and the details of the schemes are provided below.

Performance Share Plan

During the year ended 31 December 2006 the Group introduced a Performance Share Plan under which eligible employees receive free shares following the end of a three year vesting period providing specified performance conditions are met. These conditions are based on targets for the AGCO Corporation Group earnings per share (EPS) and return on capital invested (RoC), as determined by AGCO Corporation's Board of Directors. The shares earned are based on the cumulative results over the three year period.

Performance periods are consecutive and overlapping three-year cycles and performance targets are set at the beginning of each cycle.

Certain senior employees also used to participate in a transitional three year Performance Share Plan, with annual performance criteria. This Performance Share Plan is no longer active.

The cost of these plans as far as it is charged in the accounts is based on the share price at the grant date and the level of performance achieved. For plans under which vesting has yet to occur the costs are based on the Group's estimate of the level of performance.

Stock Appreciation Rights Plan

The AGCO Corporation Group also operates a Stock Appreciation Rights Plan. Under this scheme eligible participants are granted awards in the form of Stock Appreciation Rights. The Stock Appreciation Rights vest in equal instalments over a four year period.

At vesting the Rights become exercisable at the predetermined exercise price, which is set at the date of grant. However the Stock Appreciation Rights cannot be exercised later than seven years after the date of vesting. On exercise the participants receive the aggregate appreciation in the stock price over the market price at grant, paid in shares of AGCO Corporation.

The fair value of the grants and therefore the cost of the Stock Appreciation Rights charged in the year are estimated using the Black Scholes option pricing model. Expected volatility of the actual stock price is determined strictly over the stock price's historical volatility.

AGCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

26. Employee share schemes (continued)

| Grant date of equity settled award by parent | Performance conditions | Contractual life of shares/options |
|---|------------------------|---------------------------------------|
| Stock Appreciation Rights Plan | | |
| 27 April 2006 | - | 7 years |
| 15 February 2007 | - | 7 years |
| 23 January 2008 | - | 7 years |
| 21 January 2009 | - | 7 years |
| 20 January 2010 | - | 7 years |

Performance Share Plan

| | | |
|------------------|---|---------|
| 27 April 2006 | EPS and RoC performance targets over 3 years | 3 years |
| 15 February 2007 | EPS and RoC performance targets over 3 years | 3 years |
| 23 January 2008 | EPS and RoC performance targets over 3 years | 3 years |
| 21 January 2009 | EPS and RoC performance targets over 3 years | 3 years |
| 20 January 2010 | EPS and RoC performance targets over 3 years | 3 years |

Stock Appreciation Rights Plan

| | 2010 Weighted average exercise price £ | 2010 Number of options | 2009 Weighted average exercise price £ | 2009 Number of options |
|--|---|---------------------------------|---|---------------------------------|
| Outstanding at the beginning of the year | 20.83 | 20,000 | 23.78 | 48,125 |
| Granted during the year | 21.77 | 3,000 | 13.70 | 3,000 |
| Exercised during the year | 15.23 | (3,375) | - | - |
| Employees transferred to another group company | 18.33 | (3,000) | 21.61 | (31,125) |
| Outstanding at the end of the year | 23.50 | 16,625 | 20.83 | 20,000 |
| Exercisable at the end of the year | 24.04 | 8,125 | 19.34 | 11,625 |

At 31 December 2010, the weighted average remaining contractual life of Stock Appreciation Rights outstanding was approximately 5 years (2009 5 years)

AGCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

26. Employee share schemes (continued)

Weighted average assumptions under the Black Scholes option pricing model at the year end were as follows

| | 2010 | 2009 |
|---------------------------------|-------|-------|
| Expected life of awards (years) | 5.5 | 5.5 |
| Risk-free interest rate | 2.4% | 1.6% |
| Expected volatility | 48.5% | 45.3% |
| Expected dividend yield | - | - |

The fair value as at 31 December 2010 using the Black Scholes model was £9.28 (2009 £4.61)

Performance Share Plan

| | 2010 Weighted average grant date fair value £ | 2010 Number of options | 2009 Weighted average grant date fair value £ | 2009 Number of options |
|--|--|---------------------------------|--|---------------------------------|
| Outstanding at the beginning of the year | 22.13 | 39,700 | 29.45 | 82,100 |
| Granted during the year | 21.77 | 12,500 | 13.70 | 26,100 |
| Lapsed during the year | 21.96 | (3,700) | 17.62 | (3,900) |
| Earned during the year | 36.87 | (4,704) | 23.88 | (58,000) |
| Employees transferred to another group company | - | - | 36.39 | (6,600) |
| Unearned during the year | 36.87 | (9,996) | - | - |
| Outstanding at the end of the year | 16.63 | 33,800 | 22.13 | 39,700 |

The weighted average grant date fair value and average contractual life outstanding at the year end were as follows

| | 2010 | 2009 |
|---|--------|--------|
| Weighted average grant date fair value | £21.75 | £13.76 |
| Weighted average contractual life (years) | 2 | 1 |

The total expense recognised in the year in respect of the above equity settled share based payment schemes was £270,245 (2009 £447,890). This charge was included in administrative expenses.

27. Ultimate parent undertaking and controlling party

The immediate parent undertaking and controlling party is AGCO Manufacturing Limited, a company which is registered in England and Wales. The ultimate parent undertaking and controlling party is AGCO Corporation, a company incorporated in the United States of America. Copies of the consolidated financial statements of AGCO Corporation may be obtained from 4205 River Green Parkway, Duluth, Georgia, 30096.