

## BUNGE LIMITED FINANCE AND RISK POLICY COMMITTEE CHARTER

### Committee Members:

**Enrique H. Boilini – Chair**  
**Andrew Ferrier**  
**John E. McGlade**  
**Paul Cornet de Ways-Ruart**  
**Andreas Fibig**

### Purpose

The Finance and Risk Policy Committee assists the Board in fulfilling its responsibility for oversight of the quality and integrity of the financial and risk management practices of the Company. It may also have other duties as may from time to time be assigned to it by the Board.

### Committee Composition

1. Members. The Committee shall consist of as many members as the Board shall determine, but in any event not fewer than three members. The members of the Committee shall be appointed annually by the Board.
2. Qualifications. Each member of the Committee shall meet all independence and other requirements of law and the New York Stock Exchange applicable to listed U.S. companies. Each member shall be financially literate.
3. Chair. The Chair of the Committee shall be appointed by the Board. The Chair will also maintain regular liaison with the CEO, CFO, Controller, Chief Risk Officer and Treasurer and with the Audit Committee Chair.
4. Removal and Replacement. The members of the Committee may be removed or replaced, and any vacancies on the Committee shall be filled, by the Board. In addition, membership on the Committee shall automatically end at such time as the Board determines that a member ceases to be an independent member of the Board.

### Committee Meetings

1. Meetings. The Chair of the Committee, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings, provided that the Committee shall meet at least two times a year. Meetings of the Committee may be held in person or by conference call.
2. Agenda. The Chair of the Committee shall develop and set the Committee's agenda, in consultation with the other members of the Committee, the Board and management. The agenda and, to the extent practical, information concerning the business to be conducted at each Committee meeting shall, be provided to the members of the Committee in advance of each meeting.. Additionally, the agenda concerning the business to be conducted at each Committee meeting shall be circulated to all Board members in advance of the meeting.
3. Report to the Board. The Committee shall report to the Board regularly, and make available to the Board the minutes of its meetings.

4. Performance Evaluation; Assessment of Charter. The Committee shall annually conduct a performance evaluation and shall report to the Board the results of the evaluation. The Committee shall review and assess the adequacy of this Charter annually and recommend any changes to the Board.

### **Authority and Duties**

1. The Committee shall maintain free and open communication with Company management. In discharging its oversight role, the Committee is empowered to investigate any matter relating to the Company's financial and risk management practices brought to its attention, requesting when necessary the assistance of the Audit Committee.
2. The Committee shall adopt and approve financial and risk management policies and any material changes thereof, and shall receive periodic reports regarding the application of the financial and risk management policies. The Committee's responsibilities shall apply to the following policies:
  - Commodities Risk Management
  - Foreign Exchange Policy
  - Interest Rate and Refinancing
  - Credit and Counterparty
  - Country Risk
  - Derivatives Policy
3. The Committee shall review with management the Company's commodity position limits.
4. The Committee shall review with management the Company's foreign exchange exposure limits.
5. The Committee shall review with management the Company's capital structure and its relationships with rating agencies.

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform any other functions it may find necessary or appropriate for the performance of its oversight function. The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee as it deems appropriate. In discharging its oversight role, the Committee shall have full access to all Company books, records, facilities and personnel. The Committee shall have the power to retain legal, financial or other advisors as it deems necessary.

### **Clarification of Finance and Risk Policy Committee's Role**

The Committee's job is one of oversight. The Committee will adopt and approve financial and risk management policies. The Committee will not be involved with the day-to-day management of the policies, which is the responsibility of the Company's management. However, the Committee will oversee the application of the policies and receive information as to their proper function.