Bunge LTD
Form 10-K
February 28, 2014

Use these links to rapidly review the document
Table of Contents
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-K

ý **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2013

Or

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to
Commission File Number 001-16625

BUNGE LIMITED

(Exact name of registrant as specified in its charter)

Bermuda (State or other jurisdiction of incorporation or organization)	**98-0231912** (IRS Employer Identification No.)
50 Main Street **White Plains, New York USA** (Address of principal executive offices)	**10606** (Zip Code)

(914) 684-2800
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered

Common Shares, par value $.01 per share	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ý No o

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Securities Act. Yes o No ý

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ý No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ý No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large Accelerated filer ý	Accelerated filer o	Non-accelerated filer o (do not check if a smaller reporting company)	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes o No ý

The aggregate market value of registrant's common shares held by non-affiliates, based upon the closing price of our common shares on the last business day of the registrant's most recently completed second fiscal quarter, June 30, 2013, as reported by the New York Stock Exchange, was approximately $10,314 million. Common shares held by executive officers and directors and persons who own 10% or more of the issued and outstanding common shares have been excluded since such persons may be deemed affiliates. This determination of affiliate status is not a determination for any other purpose.

As of February 21, 2014, 147,512,630 Common Shares, par value $.01 per share, were issued and outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the proxy statement for the 2013 Annual General Meeting of Shareholders to be held on May 23, 2014 are incorporated by reference into Part III.

Table of Contents

		Page
	PART I	
Item 1.	Business	1
Item 1A.	Risk Factors	15
Item 1B.	Unresolved Staff Comments	24
Item 2.	Properties	25
Item 3.	Legal Proceedings	26
Item 4.	Mine Safety Disclosures	27
	PART II	
Item 5.	Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	28
Item 6.	Selected Financial Data	31
Item 7.	Management's Discussion and Analysis of Financial Condition and Results of Operations	34
Item 7A.	Quantitative and Qualitative Disclosures About Market Risk	68
Item 8.	Financial Statements and Supplementary Data	73
Item 9.	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	73
Item 9A.	Controls and Procedures	73
Item 9B.	Other Information	76
	PART III	
Item 10.	Directors, Executive Officers, and Corporate Governance	76
Item 11.	Executive Compensation	76
Item 12.	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	76
Item 13.	Certain Relationships and Related Transactions, and Director Independence	76
Item 14.	Principal Accounting Fees and Services	76
	PART IV	
Item 15.	Exhibits, Financial Statement Schedules	77
Schedule II Valuation and Qualifying Accounts		E-1
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS		F-1
SIGNATURES		S-1

Table of Contents

Cautionary Statement Regarding Forward Looking Statements

The Private Securities Litigation Reform Act of 1995 provides a "safe harbor" for forward looking statements to encourage companies to provide prospective information to investors. This Annual Report on Form 10-K includes forward looking statements that reflect our current expectations and projections about our future results, performance, prospects and opportunities. Forward looking statements include all statements that are not historical in nature. We have tried to identify these forward looking statements by using words including "may," "will," "should," "could," "expect," "anticipate," "believe," "plan," "intend," "estimate," "continue" and similar expressions. These forward looking statements are subject to a number of risks, uncertainties, assumptions and other factors that could cause our actual results, performance, prospects or opportunities to differ materially from those expressed in, or implied by, these forward looking statements. These factors include the risks, uncertainties, trends and other factors discussed under the headings "Item 1A. Risk Factors," as well as "Item 1. Business," "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations," and elsewhere in this Annual Report on Form 10-K, including:

- changes in governmental policies and laws affecting our business, including agricultural and trade policies, environmental regulations, as well as tax regulations and biofuels legislation;
- our funding needs and financing sources;
- changes in foreign exchange policy or rates;
- the outcome of pending regulatory and legal proceedings;
- our ability to complete, integrate and benefit from acquisitions, divestitures, joint ventures and strategic alliances;
- our ability to achieve the efficiencies, savings and other benefits anticipated from our cost reduction, margin improvement, operational excellence and other business optimization initiatives;
- industry conditions, including fluctuations in supply, demand and prices for agricultural commodities and other raw materials and products that we sell and use in our business, fluctuations in energy and freight costs and competitive developments in our industries;
- weather conditions and the impact of crop and animal disease on our business;
- global and regional agricultural, economic, financial and commodities market, political, social and health conditions;
- operational risks, including industrial accidents and natural disasters; and
- other factors affecting our business generally.

In light of these risks, uncertainties and assumptions, you should not place undue reliance on any forward looking statements contained in this Annual Report. Additional risks that we may currently deem immaterial or that are not presently known to us could also cause the forward looking events discussed in this Annual Report not to occur. Except as otherwise required by federal securities law, we undertake no obligation to publicly update or revise any forward looking statements, whether as a result of new information, future events, changed circumstances or any other reason after the date of this Annual Report.

Table of Contents

PART I

Item 1. *Business*

References in this Annual Report on Form 10-K to "Bunge Limited," "Bunge," "we," "us" and "our" refer to Bunge Limited and its consolidated subsidiaries, unless the context otherwise indicates.

Business Overview

We are a leading global agribusiness and food company with integrated operations that stretch from the farm field to consumer foods. We believe we are a leading:

- global oilseed processor and producer of vegetable oils and protein meals, based on processing capacity;
- producer of sugar and ethanol in Brazil and a leading global trader and merchandiser of sugar, based on volume; and
- seller of packaged vegetable oils worldwide, based on sales

Our strategy is to grow profitably by growing our core businesses, expanding into adjacent businesses where we can capitalize on our key competencies and pursuing operational excellence.

We conduct our operations in four principal business areas: agribusiness, sugar and bioenergy, food and ingredients and fertilizer. These business areas include five reportable business segments: agribusiness, sugar and bioenergy, edible oil products, milling products and fertilizer.

Our agribusiness segment is an integrated, global business principally involved in the purchase, storage, transport, processing and sale of agricultural commodities and commodity products. Our agribusiness operations and assets are primarily located in North and South America, Europe and Asia, and we have merchandising and distribution offices throughout the world.

Our sugar and bioenergy segment produces and sells sugar and ethanol derived from sugarcane, as well as energy derived from their production process, through our operations in Brazil. Our integrated operations in this segment also include global merchandising of sugar and ethanol, and we have a minority investment in a corn-based ethanol producer in the United States and a 50% interest in a corn wet milling joint venture in Argentina. In December 2013, we sold our 50% investment in another corn-based ethanol producer in the United States to our joint venture partner for $10 million in cash.

Our food and ingredients operations consist of two reportable business segments: edible oil products and milling products. These segments include businesses that produce and sell edible oil based products, including oils, shortenings, margarines, and mayonnaise and milled grain products such as wheat flours, corn-based products and rice. The operations and assets of our milling products segment are located in Brazil, the United States and Mexico and the operations and assets of our edible oil products segment are located in North America, Europe, Brazil, China and India.

Our fertilizer segment is involved in producing, blending and distributing fertilizer products for the agricultural industry in South America, with assets and operations primarily located in Argentina. In August 2013, we completed the sale of our Brazilian fertilizer blending and distribution business, including blending facilities, brands and warehouses, to Yara International ASA (Yara) for $750 million in cash. In December 2013, we also sold our interest in our Moroccan fertilizer joint venture, Bunge Maroc Phosphore S.A., to our joint venture partner for $37 million in cash.

History and Corporate Information

Bunge Limited is a limited liability company formed under the laws of Bermuda. We are registered with the Registrar of Companies in Bermuda under registration number EC20791. We trace our history

Table of Contents

back to 1818 when we were founded as a trading company in Amsterdam, The Netherlands. We are a holding company, and substantially all of our operations are conducted through our subsidiaries. Our principal executive offices and corporate headquarters are located at 50 Main Street, White Plains, New York, 10606, United States of America and our telephone number is (914) 684-2800. Our registered office is located at 2 Church Street, Hamilton, HM 11, Bermuda.

2013 Summary Highlights In 2013, we continued to expand our agribusiness operations, including building a new port terminal and barge transshipment facility in northern Brazil, investing in port infrastructure in Paranagua, Brazil, building a new oilseed processing and refining facility in Altona, Canada and export loading facility in Bunbury, Australia. We also initiated an expansion for oilseed processing capacity in Asia and commenced expansion of our export capabilities in the port of Nikolayev, Ukraine where we also have plans to build a multi-oilseed processing facility. In sugar and bioenergy, our joint venture with Aceitera General Deheza S.A. in Argentina completed the construction of a corn wet mill. We continued to invest in sugarcane planting to maintain the supply of raw material for our sugarcane mills and in agricultural machinery and other assets to expand the proportion of mechanized harvesting and to improve the efficiency of our agricultural operations. In addition, we expanded cogeneration capacity at several of our sugarcane mills and invested in our joint venture with Solazyme Incorporated to build and operate a renewable oils production facility adjacent to one of our mills. In our food and ingredients operations, we continued to expand our business through acquisition of a leading wheat miller in Mexico, Grupo Altex S.A. In addition, we purchased a wheat mill in Minas Gerais, Brazil and completed construction of an oil packaging facility in Decatur, Alabama. In our fertilizer segment, we completed the sales of our Brazilian fertilizer distribution business to Yara International and our interest in our Moroccan fertilizer joint venture to OCP S.A.

Agribusiness

Overview Our agribusiness segment is an integrated global business involved in the purchase, storage, transport, processing and sale of agricultural commodities and commodity products while managing risk across various product lines. The principal agricultural commodities that we handle in this segment are oilseeds, primarily soybeans, rapeseed or canola, and sunflower seed, and grains, primarily wheat and corn. We process oilseeds into vegetable oils and protein meals, principally for the food, animal feed and biodiesel industries through a global network of facilities. Our footprint is well balanced with approximately 36% of our processing capacity located in South America, 29% in North America, 20% in Europe and 15% in Asia. We also participate in the biodiesel industry, generally as a minority investor in biodiesel producers, primarily in Europe and Argentina. In connection with these biodiesel investments, we typically seek to negotiate arrangements to supply the vegetable oils used as raw materials in the biodiesel production process.

Customers We sell agricultural commodities and processed commodity products to customers throughout the world. The principal purchasers of our oilseeds, grains and oilseed meal are animal feed manufacturers, wheat and corn millers and other oilseed processors. The principal purchasers of our oilseed meal products are animal feed manufacturers and livestock producers which use these products as animal feed ingredients. As a result, our agribusiness operations generally benefit from global demand for protein, primarily poultry and pork products. The principal purchasers of the unrefined vegetable oils produced in this segment are our own food and ingredients businesses and third-party edible oil processing companies, which use these oils as raw materials in the production of edible oil products for the food service, food processor and retail markets. In addition, we sell oil products for various non-food uses, including industrial applications and the production of biodiesel.

Distribution and Logistics We have developed an extensive global logistics network to transport our products, including trucks, railcars, river barges and ocean freight vessels. Typically, we either lease the transportation assets or contract with third parties for these services. To better serve our customer

base and develop our global distribution and logistics capabilities, we own or operate various port logistics and storage facilities globally, including in Brazil, Argentina, Russia, Ukraine, Vietnam, Poland, Canada and the United States.

Financial Services and Activities We also offer various financial services, including asset management, trade structured finance and financial risk management services for customers and investors. Our asset management business develops and markets investment funds, including, through our subsidiary Climate Change Capital Limited, funds focused on sustainability oriented companies and projects and related advisory services. Our trade structured finance operations leverage our international trade flows to generate trade finance derived liquidity in emerging markets for customers. Our financial risk management services include structuring and marketing over-the-counter risk management products to enable agricultural producers and end users of commodities to manage their commodity price risk exposures. Through our financial services group we are also engaged in risk management involving proprietary trading of foreign exchange and other financial instruments. Additionally, in Brazil, where there are limited third-party financing sources available to farmers for their annual production of crops, we provide financing services to farmers from whom we purchase soybeans and other agricultural commodities through prepaid commodity purchase contracts and advances. These financing arrangements are generally intended to be short-term in nature and are typically secured by the farmer's crop. These arrangements typically carry local market interest rates. Our farmer financing activities are an integral part of our grain and oilseed origination activities as they help assure the annual supply of raw materials for our Brazilian agribusiness operations.

Raw Materials We purchase oilseeds and grains either directly from farmers or indirectly through intermediaries. Although the availability and price of agricultural commodities may, in any given year, be affected by unpredictable factors such as weather, government programs and policies and farmer planting decisions, our operations in major crop growing regions globally have enabled us to source adequate raw materials for our operational needs.

Competition Due to their commodity nature, markets for our products are highly competitive and subject to product substitution. Competition is principally based on price, quality, product and service offerings and geographic location. Major competitors include: The Archer Daniels Midland Co. (ADM), Cargill Incorporated (Cargill), Louis Dreyfus Group, Glencore International PLC, large regional companies such as Wilmar International Limited, Noble Group Limited and Olam International in Asia, and other companies in various countries.

Sugar and Bioenergy

Overview We are a leading, integrated producer of sugar and ethanol in Brazil, and a leading global trader and merchandiser of sugar. We wholly own or have controlling interests in eight sugarcane mills in Brazil, the world's largest producer and exporter of sugar. As of December 31, 2013, our mills had a total crushing capacity of approximately 21 million metric tons of sugarcane per year. Sugarcane, which is the raw material that we use to produce sugar and ethanol, is supplied by a combination of our own plantations and third-party farmers. Additionally, through cogeneration facilities at our sugarcane mills, we produce electricity from the burning of sugarcane bagasse (the fibrous portion of the sugarcane that remains after the extraction of sugarcane juice) in boilers, which enables our mills to meet their energy requirements and, for most mills, sell surplus electricity to the local grid or other large third-party users of electricity. Our trading and merchandising activities are managed through our London office, which also oversees our regional marketing offices in other locations and manages sugar price risk for our business. We also participate in the corn-based ethanol industry, where we have a minority investment in a U.S. ethanol production facility and a 50% interest in a joint venture in Argentina. Over the past three years, our sugar milling business in Brazil has faced a number of significant challenges, including adverse weather which negatively affected the supply and

Table of Contents

quality of the sugarcane supplied to our mills, as well as structural challenges stemming from low global sugar prices, domestic cost inflation and the Brazilian government's fuel policy, which has kept ethanol prices capped in order to control inflation. The combination of these and other factors has resulted in Bunge's decision to reduce the capital allocated to this business beginning in 2014, with future investment dedicated to agricultural and industrial maintenance and efficiency projects. Additionally, we have announced that we have commenced a comprehensive process to explore all alternatives to optimize the value of this business.

Raw Materials Sugarcane is our principal raw material in this segment, and we both produce it and procure it through third-party supply contracts. The annual harvesting cycle in Brazil typically begins in late March/early April and ends in late November/early December. Once planted, sugarcane is harvested for five to six years, but the yield decreases with each harvest over the life cycle of the cane. As a result, after this period, old sugarcane plants are typically removed and the area is replanted. The quality and yield of the harvested cane are also affected by factors such as soil quality, topography, weather and agricultural practices. We have made significant investments in sugarcane planting over the past three years to provide a greater supply of raw material for our mills.

Our mills are supplied with sugarcane grown on approximately 333,000 hectares of land. This land represents approximately 17,000 hectares of land that we own, 214,000 hectares of land that we manage under agricultural partnership arrangements and 102,000 hectares of land farmed by third-party farmers. In 2013, approximately 61% of our total milled sugarcane came from our owned or managed plantations and 39% was purchased from third-party suppliers. Payments under the agricultural partnership agreements and third-party supply contracts are based on a formula which factors in the volume of sugarcane per hectare, sucrose content of the sugarcane and market prices for sugarcane, which are set by Consecana, the São Paulo state sugarcane and sugar and ethanol council.

Our sugarcane harvesting process is substantially mechanized. Mechanized harvesting does not require burning of the cane prior to harvesting, significantly reducing environmental impact when compared to manual harvesting and resulting in improved soil condition.

Logistics Harvested sugarcane is loaded onto trucks and trailers and transported to our mills. Since the sucrose content of the sugarcane begins to degrade rapidly after harvest, we seek to minimize the time and distance between the harvesting of the cane and its delivery to our mills for processing.

Products Our mills allow us to produce ethanol, sugar and electricity, as further described below. At mills that produce both sugar and ethanol, we are able to adjust our production mix within certain capacity limits between ethanol and sugar, as well as, for certain mills, between different types of ethanol (hydrous and anhydrous) and sugar (raw and crystal). The ability to adjust our production mix allows us to respond to changes in customer demand and market prices.

Sugar Our current maximum sugar production capacity is 5,900 metric tons per day which, in a normal year of 5,000 hours of milling, results in an annual maximum production capacity of approximately 1.2 million metric tons of sugar. We produce two types of sugar: very high polarity (VHP) raw sugar and white crystal sugar. VHP sugar is similar to the raw sugar traded on major commodities exchanges, including the standard NY11 contract, and is sold almost exclusively for export. Crystal sugar is a non-refined white sugar and is principally sold domestically in Brazil.

Ethanol Our current maximum ethanol production capacity is 6,200 cubic meters per day which, in a normal year of 5,000 hours of milling, results in an annual maximum production capacity of over 1.3 million cubic meters of ethanol. We produce and sell two types of ethanol: hydrous and anhydrous. Anhydrous ethanol is blended with gasoline in transport fuels, while hydrous ethanol is consumed directly as a transport fuel.

Table of Contents

Electricity We generate electricity from burning sugarcane bagasse in our mills. As of December 31, 2013, our total installed cogeneration capacity was approximately 314 megawatts, with 112 megawatts available for resale to third parties after supplying our mills' energy requirements, representing approximately 545,000 megawatt hours of electricity available for resale.

Customers The sugar we produce at our mills is sold in both the Brazilian domestic and export markets. Our domestic customers are primarily in the confectionary and food processing industries. The ethanol we produce is primarily sold to customers for use in the Brazilian domestic market to meet the growing demand for fuel. We also export ethanol in the international market, but recent export volumes have been relatively low due to tight ethanol supplies in Brazil. Our sugar trading and merchandising operations purchase and sell sugar and ethanol from our own operations as well as third parties to meet international demand.

Competition We face competition from both Brazilian and international participants in the sugar industry. Our major competitors in Brazil include Cosan Limited, São Martinho S.A., LDC-SEV Bioenergia, and ED&F Man. Our major international competitors include British Sugar PLC, Südzucker AG, Cargill, Tereos Group, Sucden Group and Noble Group Limited.

Food and Ingredients

Overview Our food and ingredients operations include two reportable business segments: edible oil products and milling products. We primarily sell our products to three customer types or market channels: food processors, food service companies and retail outlets. The principal raw materials used in our food and ingredients business area are various crude and further-processed vegetable oils in our edible oil products segment, and corn, wheat and rice in our milling products segment. These raw materials are agricultural commodities that we either produce or purchase from third parties. We seek to realize synergies between our food and ingredients and agribusiness operations through our raw material procurement activities, enabling us to benefit from being an integrated, global enterprise. In December 2013, we acquired Grupo Altex, S.A. de C.V. (Altex) in our milling products segment for $214 million in cash, net of $7 million of cash acquired and non-cash settlement of an existing loan to Altex of $96 million. The purchase price is subject to a post-closing working capital adjustment to be finalized within 90 days after the acquisition.

Edible Oil Products

Products Our edible oil products include packaged and bulk oils, shortenings, margarines, mayonnaise and other products derived from the vegetable oil refining process. We primarily use soybean, sunflower and rapeseed or canola oil that we produce in our oilseed processing operations as raw materials in this business. We are a leading seller of packaged vegetable oils worldwide, based on sales. We have edible oil refining and packaging facilities in North America, South America, Europe and Asia. We market our edible oil products under various brand names, depending on the region, and in several regions we also sell packaged edible oil products to grocery store chains for sale under their own private labels.

In Brazil, our retail brands include *Soya*, the leading packaged vegetable oil brand, as well as *Primor* and *Salada*. We are also a leading player in the Brazilian margarine market with our brands *Delicia, Soya* and *Primor*, as well as in mayonnaise with our *Primor*, *Soya* and *Salada* brands. Our brand, *Bunge Pro,* is the leading food service shortening brand in Brazil. We also produce processed tomato and other staple food products, including sauces, pastes, condiments and seasonings in Brazil under established brand names, including *Etti*.

In the United States and Canada, our leading products include *Nutra-Clear NT Ultra*, a high oleic canola oil that is trans fat free and low in saturated fats that is marketed as a frying solution for large food service and food processor customers. We have also introduced *Pour'n Fry NT Ultra*, a high oleic

Table of Contents

soybean oil, thereby expanding our offerings of highly stable, trans fat free edible oil solutions. Most recently, we have developed proprietary processes that allow us to offer bakery and food processor customers a reduction in saturated fats in both shortenings and margarines of up to 40%. We also produce margarines and buttery spreads, including our leading brand *Country Premium*, for food service, food processor and retail private label customers.

In Europe, we are a leader in consumer packaged vegetable oils, which are sold in various geographies under brand names including *Venusz, Floriol, Kujawski, Olek, Unisol, Ideal, Oleina, Maslenitsa, Oliwier* and *Rozumnitsa* and a leader in margarines, including *Smakowita, Maslo Rosline, Manuel, Masmix, Deli Reform, Keiju, Evesol, Linco, Gottgott, Suvela and Holland Premium.*

In India, our brands include *Dalda*, *Ginni* and *Chambal* in edible oils; *Dalda* and *Gagan* in vanaspati and *Masterline* in professional bakery fats. In China, our edible oil brand is Dou Wei Jia.

Customers Our customers include many of the world's leading food processors and manufacturers who are leading brand owners. These includes baked goods companies, snack food producers, restaurant chains, food service distributors and other food manufacturers who use vegetable oils and shortenings as ingredients in their operations, as well as grocery chains, wholesalers, distributors and other retailers who sell to consumers.

Competition Competition is based on a number of factors, including price, raw material procurement, brand recognition, product quality, innovation and technical support, new product introductions, composition and nutritional value and advertising and promotion. Our products may compete with widely advertised, well-known, branded products, as well as private label and customized products. In addition, consolidation in the supermarket industry has resulted in customers demanding lower prices and reducing the number of suppliers with which they do business. As a result, it is increasingly important to obtain adequate access to retail outlets and shelf space for our retail products. In the United States, Brazil and Canada, our principal competitors in the edible oil products business include ADM, Cargill, Stratas Foods, Unilever, Ventura Foods LLC and Brasil Foods S.A. In Europe, our principal competitors include ADM, Cargill, Unilever and various local companies in each country.

Milling Products

Products Our milling products segment activities include the production and sale of a variety of wheat flours and bakery mixes in Brazil and Mexico, corn-based products in the United States and Mexico derived from the corn dry milling process and milled rice products in the United States and Brazil. Our brands in Brazil include *Suprema, Soberana, Primor* and *Predileta* wheat flours and *Gradina, Bentamix* and *Pre-Mescla* bakery premixes. Our corn milling products consist primarily of dry-milled corn meals, flours and grits (including flaking and brewer's grits), as well as soy-fortified corn meal, corn-soy blend and other similar products. We mill and sell bulk and packaged rice in the U.S. and also sell branded rice in Brazil under the *Primor* brand. Our wheat flour and bakery mix brands in Mexico include *Espiga, Esponja, Francesera, Chulita, Galletera* and *Pastelera.*

Customers In Brazil and Mexico, the primary customers for our wheat milling products are food processor, bakery and food service companies. In North America, the primary customers for our corn milling products are companies in the food processing sector, such as cereal, snack, bakery and brewing companies, as well as the U.S. Government for humanitarian relief programs. Our rice milling business sells to customers in the food service and food processing channels, as well as for export markets.

Competition In Brazil, our major competitors are Predileto Alimentos, M. Dias Branco, Moinho Pacifico and Moinho Anaconda, as well as many small regional producers. Our major competitors in our North American corn milling products business include Cargill, Didion Milling Company, SEMO Milling, LLC and Life Line Foods, LLC. Our major competitors in our U.S. rice milling business

Table of Contents

include ADM and Farmers Rice Cooperative. Our major competitors in Mexico include Grupo Elizondo, Molinera de México and Grupo Trimex.

Fertilizer

Overview Through our operations in Argentina, we produce, blend and distribute a range of NPK fertilizers, including phosphate-based liquid and solid nitrogen fertilizers. NPK refers to nitrogen (N), phosphate (P) and potash (K), the main components of chemical fertilizers.

Sale of Brazilian Fertilizer Blending and Distribution Business and Interest in Morocco Joint Venture In August 2013, we completed the sale of our Brazilian fertilizer blending and distribution business, including blending facilities, brands and warehouses, to Yara International ASA for $750 million. Through a long-term supply agreement with Yara, we will continue to supply fertilizer to farmers in Brazil as part of our grain origination activities. We will also continue to operate our fertilizer terminal in the Port of Santos, Brazil. Additionally, in December 2013, we completed the sale of our 50% interest in a joint venture to produce fertilizer products in Morocco to OCP S.A., our joint venture partner for $37 million.

Products and Services The NPK fertilizers we produce are used for the cultivation of a variety of crops, including soybeans, corn, sugarcane, cotton, wheat and coffee. We market these products under the *Bunge* brand, as well as the *Solmix* brand. We also produce single superphosphate (SSP), ammonia and urea.

Raw Materials Our principal raw materials in this segment are SSP, monoammonium phosphate (MAP), diammonium phosphate (DAP), triple superphosphate (TSP), urea, ammonium sulfate, potassium chloride concentrated phosphate rock, sulfuric acid and natural gas.

The prices of fertilizer raw materials are typically based on international prices that reflect global supply and demand factors and global transportation and other logistics costs. Each of these fertilizer raw materials is readily available in the international market from multiple sources.

Competition Competition is based on delivered price, product offering and quality, location, access to raw materials, production efficiency and customer service, including in some cases, customer financing terms. Our main competitors in our fertilizer operations are YPF, The Mosaic Company and Profertil S.A.

Risk Management

Risk management is a fundamental aspect of our business. Engaging in the hedging of risk exposures and anticipating market developments are critical to protect and enhance our return on assets. As such, we are active in derivative markets for agricultural commodities, energy, ocean freight, foreign currency and interest rates. We seek to leverage the market insights that we gain through our global operations across our businesses by actively managing our physical and financial positions on a daily basis. Our risk management decisions take place in various locations but exposure limits are centrally set and monitored. For commodity, foreign exchange, interest rate, energy and transportation risk, our risk management decisions are made in accordance with applicable company policies. Commodity exposure limits are designed to consider notional exposure to price and relative price (or "basis") volatility, as well as value-at-risk limits. Credit and counterparty risk is managed locally within our business units and monitored regionally and globally. We have a corporate risk management group, which oversees management of various risk exposures globally, as well as local risk managers and committees in our operating companies. The Finance and Risk Policy Committee of our Board of Directors oversees and periodically reviews our overall risk management policies and risk limits. See "Item 7A. Quantitative and Qualitative Disclosures About Market Risk."

Table of Contents

Operating Segments and Geographic Areas

We have included financial information about our reportable segments and our operations by geographic area in Note 28 of the notes to the consolidated financial statements.

Investments in Affiliates

We participate in various unconsolidated joint ventures and other investments accounted for using the equity method. Certain equity method investments at December 31, 2013 are described below. We allocate equity in earnings of affiliates to our reporting segments.

Agribusiness

PT Bumiraya Investindo We have a 35% ownership interest in PT Bumiraya Investindo, an Indonesian palm plantation company.

Bunge-SCF Grain, LLC We have a 50% interest in Bunge-SCF Grain, LLC, a joint venture with SCF Agri/Fuels LLC that operates grain facilities along the Mississippi River.

Caiasa Paraguay Complejo Agroindustrial Angostura S.A. We have a 33.33% ownership interest in this oilseed processing facility joint venture with Louis Dreyfus Commodities and Aceitera General Deheza S.A. (AGD), in Paraguay.

Diester Industries International S.A.S. (DII) We are a party to this joint venture with Diester Industries, a subsidiary of Sofiproteol, which produces and markets biodiesel in Europe. We have a 40% interest in DII.

Terminal 6 S.A. and Terminal 6 Industrial S.A. We are a party to this joint venture in Argentina with AGD for the operation of the Terminal 6 port facility located in the Santa Fe province of Argentina. Bunge is also a party to a second joint venture with AGD that operates a crushing facility located adjacent to the Terminal 6 port facility. We own 40% and 50%, respectively, of these joint ventures.

Augustea Bunge Maritime Ltd. Bunge has a joint venture in Malta with Augustea Atlantica S.p.A.(Augustea) which was formed to acquire, own, operate, charter and sell dry-bulk ships. Bunge has a 49.15% interest in this joint venture.

Sugar and Bioenergy

ProMaiz We are a party to this joint venture in Argentina with AGD for the construction and operation of a corn wet milling facility. We are a 50% owner in this joint venture.

Southwest Iowa Renewable Energy, LLC (SIRE) We are a 25% owner of SIRE. The other owners are primarily agricultural producers located in Southwest Iowa. SIRE operates an ethanol plant near our oilseed processing facility in Council Bluffs, Iowa.

Solazyme Bunge Renewable Oils We have a 49.9% interest in a joint venture with Solazyme Incorporated for the construction and operation of a renewable oils production facility in Brazil, which will use sugar supplied by one of our mills to produce renewable oils.

Research and Development, Innovation, Patents and Licenses

Our research and development activities are focused on developing products and improving processes that will drive growth or otherwise add value to our core business operations. In our food and ingredients business area, we have research and development centers located in the United States, Brazil and Hungary to develop and enhance technology and processes associated with product development. Additionally, the evolution of biotechnology has created opportunities to develop and

Table of Contents

commercialize processes related to the transformation of oilseeds, grains and other commodities. To better take advantage of related opportunities, our global innovation activities involve scouting, developing, buying, selling and/or licensing next generation technologies in food, feed, fuel and fertilizer.

Our total research and development expenses were $19 million in 2013, $19 million in 2012 and $21 million in 2011. As of December 31, 2013, our research and development organization consisted of 150 employees worldwide.

We own trademarks on the majority of the brands we produce in our food and ingredients and fertilizer businesses. We typically obtain long-term licenses for the remainder. We have patents covering some of our products and manufacturing processes. However, we do not consider any of these patents to be material to our business. We believe we have taken appropriate steps to either own or license all intellectual property rights that are material to carrying out our business.

Seasonality and Working Capital Needs

In our agribusiness segment, while there is a degree of seasonality in the growing season and procurement of our principal raw materials, such as oilseeds and grains, we typically do not experience material fluctuations in volume between the first and second half of the year since we are geographically diversified between the northern and southern hemispheres, and we sell and distribute products throughout the year. However, the first fiscal quarter of the year has in several years been our weakest in terms of financial results due to the timing of the North and South American oilseed harvests as the North American harvest peaks in the third and fourth fiscal quarters and the South American harvest peaks in the second fiscal quarter, and thus our North and South American grain merchandising and oilseed processing activities are generally at lower levels during the first quarter.

We experience seasonality in our sugar and bioenergy segment as a result of the Brazilian sugarcane growing cycle. In the Center-South of Brazil, the sugarcane harvesting period typically begins in late March and ends in early December. This creates fluctuations in our sugar and ethanol inventories, which usually peak in December to cover sales between crop harvests. The sugar segment is also impacted by the yield development during the crop years where the sugar content in the cane is lowest at the start and highest in the middle of the crop. As a result of the above factors, there may be significant variations in our results of operations from one quarter to another.

In our food and ingredients segments, there are no significant seasonal effects on our business.

In our fertilizer segment, we are subject to seasonal trends based on the South American agricultural growing cycle as farmers typically purchase the bulk of their fertilizer needs in the second half of the year.

Additionally, price fluctuations and availability of commodities may cause fluctuations in our financial results, inventories, accounts receivable and borrowings over the course of a given year. For example, increased availability of commodities at harvest times often causes fluctuations in our inventories and borrowings. Increases in agricultural commodity prices will also generally cause our cash flow requirements to increase as our operations require increased use of cash to acquire inventories and fund daily settlement requirements on exchange traded futures that we use to hedge our physical inventories.

Government Regulation

We are subject to a variety of laws in each of the countries in which we operate which govern various aspects of our business, including the processing, handling, storage, transport and sale of our products; land-use and ownership of land, including laws regulating the acquisition or leasing of rural properties by certain entities and individuals; and environmental, health and safety matters. To operate our facilities, we must obtain and maintain numerous permits, licenses and approvals from

Table of Contents

governmental agencies and our facilities are subject to periodic inspection by governmental agencies. In addition, we are subject to other laws and government policies affecting the food and agriculture industries, including food and feed safety, nutritional and labeling requirements and food security policies. From time to time, agricultural production shortfalls in certain regions and growing demand for agricultural commodities for feed, food and fuel use have caused prices for soybeans, vegetable oils, sugar, corn and wheat to rise. High commodity prices and regional crop shortfalls have led, and in the future may lead, governments to impose price controls, tariffs, export restrictions and other measures designed to assure adequate domestic supplies and/or mitigate price increases in their domestic markets, as well as increase the scrutiny of competitive conditions in their markets.

In recent years, there has been increased interest globally in the production of biofuels as alternatives to traditional fossil fuels and as a means of promoting energy independence in certain countries. Biofuels convert crops, such as sugarcane, corn, soybeans, palm, rapeseed or canola and other oilseeds, into ethanol or biodiesel to extend, enhance or substitute for fossil fuels. Production of biofuels has increased significantly in recent years in response to high fossil fuel prices coupled with government incentives for the production of biofuels that are being offered in many countries, including the United States, Brazil, Argentina and many European countries. Furthermore, in certain countries, governmental authorities are mandating biofuels use in transport fuel at specified levels. As such, the markets for agricultural commodities used in the production of biofuels have become increasingly affected by the growth of the biofuel industry and related legislation.

The U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank Act) of 2010, the European Market Infrastructure Regulation (EMIR) of 2013, as well as anticipated revisions to Europe's Markets in Financial Instruments Directive (MiFID 2) and Market Abuse Regulation (MAR) have generated, and will continue to generate, numerous new rules and regulations that will have a significant impact on the derivatives market. While it is difficult to predict at this time the collective impact these regulations will have on us, they could impose significant additional costs on us relating to derivatives transactions, including operating and compliance costs, and could materially affect the availability, as well as the cost and terms, of certain derivatives transactions.

Environmental Matters

We are subject to various environmental protection and occupational health and safety laws and regulations in the countries in which we operate. Our operations may emit or release certain substances, which may be regulated or limited by applicable laws and regulations. In addition, we handle and dispose of materials and wastes classified as hazardous or toxic by one or more regulatory agencies. Our operations are also subject to laws relating to environmental licensing of facilities, restrictions on land use in certain protected areas, forestry reserve requirements, limitations on the burning of sugarcane and water use. We incur costs to comply with health, safety and environmental regulations applicable to our activities and have made and expect to make substantial capital expenditures on an ongoing basis to continue to ensure our compliance with environmental laws and regulations. However, due to our extensive operations across multiple industries and jurisdictions globally, we are exposed to the risk of claims and liabilities under environmental regulations. Violation of these laws and regulations can result in substantial fines, administrative sanctions, criminal penalties, revocations of operating permits and/or shutdowns of our facilities.

Additionally, our business could be affected in the future by regulation or taxation of greenhouse gas emissions. It is difficult to assess the potential impact of any resulting regulation of greenhouse gas emissions. Potential consequences could include increased energy, transportation and raw material costs, and we may be required to make additional investments to modify our facilities, equipment and processes. As a result, the effects of additional climate change regulatory initiatives could have adverse impacts on our business and results of operations. Compliance with environmental laws and regulations did not materially affect our earnings or competitive position in 2013.

Table of Contents

Competitive Position

Markets for most of our products are highly price competitive and many are sensitive to product substitution. Please see the "Competition" section contained in the discussion of each of our operating segments above for a discussion of competitive conditions, including our primary competitors in each segment.

Employees

As of December 31, 2013, we had approximately 35,000 employees. Many of our employees are represented by labor unions, and their employment is governed by collective bargaining agreements. In general, we consider our employee relations to be good.

Risks of Foreign Operations

We are a global business with substantial assets located outside of the United States from which we derive a significant portion of our revenue. In addition, part of our strategy involves expanding our business in several emerging markets, including Eastern Europe, Asia, the Middle East and Africa. Volatile global and regional economic, political and market conditions may have a negative impact on our operating results and our ability to achieve our business strategies. For additional information, see the discussion under "Item 1A. Risk Factors."

Insurance

In each country where we conduct business, our operations and assets are subject to varying degrees of risk and uncertainty. Bunge insures its businesses and assets in each country in a manner that it deems appropriate for a company of our size and activities, based on an analysis of the relative risks and costs. We believe that our geographic dispersion of assets helps mitigate risk to our business from an adverse event affecting a specific facility; however, if we were to incur a significant loss or liability for which we were not fully insured, it could have a materially adverse effect on our business, financial condition and results of operations.

Available Information

Our website address is www.bunge.com. Through the "Investors: SEC Filings" section of our website, it is possible to access our periodic report filings with the Securities and Exchange Commission (SEC) pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), including our Annual Report on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, and any amendments to those reports. These reports are made available free of charge. Also, filings made pursuant to Section 16 of the Exchange Act with the SEC by our executive officers, directors and other reporting persons with respect to our common shares are made available, free of charge, through our website. Our periodic reports and amendments and the Section 16 filings are available through our website as soon as reasonably practicable after such report, amendment or filing is electronically filed with or furnished to the SEC.

Through the "Investors: Corporate Governance" section of our website, it is possible to access copies of the charters for our Audit Committee, Compensation Committee, Finance and Risk Policy Committee and Corporate Governance and Nominations Committee. Our corporate governance guidelines and our code of ethics are also available in this section of our website. Each of these documents is made available, free of charge, through our website.

The foregoing information regarding our website and its content is for your convenience only. The information contained on or connected to our website is not deemed to be incorporated by reference in this report or filed with the SEC.

Table of Contents

In addition, you may read and copy any materials we file with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549 and may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains a website that contains reports, proxy and information statements, and other information regarding issuers that file electronically. The SEC website address is www.sec.gov.

Executive Officers and Key Employees of the Company

Set forth below is certain information concerning the executive officers and key employees of the company.

Name	Position
Soren Schroder	Chief Executive Officer
Todd Bastean	Chief Executive Officer, Bunge North America
Andrew Burke	Chief Financial Officer
Michael Goettl	Chief Executive Officer, Bunge Asia
Gordon Hardie	Managing Director, Food & Ingredients
Enrique Humanes	Chief Executive Officer, Bunge Southern Cone
Tommy Jensen	Chief Executive Officer, Bunge Europe, Middle East & Africa
Frank R. Jimenez	General Counsel, Secretary and Managing Director, Government Affairs
Pierre Mauger	Chief Development and Performance Management Officer
Raul Padilla	Managing Director, Bunge Global Agribusiness and Chief Executive Officer, Bunge Product Lines
Pedro Parente	President and Chief Executive Officer, Bunge Brazil
D. Benedict Pearcy	Managing Director, Sugar and Bioenergy
Vicente C. Teixeira	Chief Personnel Officer
Christopher White	Senior Advisor

Soren Schroder, 52 Mr. Schroder has been our Chief Executive Officer since June 1, 2013. Prior to his current position, he was the Chief Executive Officer of Bunge North America since April 2010. Previously, he served as Vice President of Agribusiness for Bunge Europe since June 2006 and in a variety of agribusiness leadership roles at the company in the United States and Europe since joining Bunge in 2000. Prior to joining Bunge, he worked for over 15 years at Continental Grain and Cargill. Mr. Schroder is a member of Rabobank International's North American Agribusiness Advisory Board. He holds a bachelor's degree in Economics from Connecticut College.

Todd Bastean, 47 Mr. Bastean became CEO, Bunge North America, in June 2013. He started his career at Bunge in 1994 and became CFO of Bunge North America in 2010. Before assuming that role, he served as Vice President and General Manager of Bunge North America's milling and biofuels business units, and as Vice President and Chief Administrative Officer of its grain and milling business units. He also held positions in strategic planning and auditing. Prior to joining Bunge, he worked for KPMG Peat Marwick. Mr. Bastean holds a B.S. in Accounting from Western Illinois University.

Andrew J. Burke, 58 Mr. Burke has been our Chief Financial Officer since February 2011, having served as interim Chief Financial Officer since September 2010. In addition, Mr. Burke served as our Global Operational Excellence Officer from July 2010 to October 2013. Prior to July 2010, Mr. Burke served as Chief Executive Officer of Bunge Global Agribusiness and Bunge Product Lines since November 2006. Mr. Burke joined Bunge in January 2002 as Managing Director, Soy Ingredients and New Business Development and later served as Managing Director of New Business. Mr. Burke also previously served as our interim Chief Financial Officer from April to July 2007. Prior to joining Bunge, Mr. Burke served as Chief Executive Officer of the U.S. subsidiary of Degussa AG. He joined Degussa in 1983, where he held a variety of finance and marketing positions, including Chief Financial Officer and Executive Vice President of the U.S. chemical group. Prior to joining Degussa, Mr. Burke

worked for Beecham Pharmaceuticals and was an auditor with Price Waterhouse & Company. Mr. Burke is a graduate of Villanova University and earned an M.B.A. from Manhattan College.

Michael Goettl, 50 Mr. Goettl has been CEO, Bunge Asia, since January 2014. Mr. Goettl joined Bunge as Business Development Director, Asia in 2005 and served in various capacities including Co-Managing Director, China, Agribusiness Director, Asia and most recently as COO, Asia. Before joining Bunge, he served as President of China Food & Agricultural Services and Vice President of Asia/Latin American Marketing at Louis Dreyfus. He holds an M.S. in Agricultural Economics from the University of Minnesota and a B.A. in International Studies from the University of St. Thomas-Minnesota.

Gordon Hardie, 50 Mr. Hardie has served as Managing Director, Food & Ingredients since July 2011. Prior to joining Bunge, Mr. Hardie founded Morningside Partners, a corporate strategy and M&A advisory firm focused on the food and beverage industries in 2009. Prior to that, from 2003 to 2009, he led the Fresh Baking Division of Goodman Fielder Ltd, the leading producer of bakery brands in Australia and New Zealand, and held leadership roles at companies in a variety of international markets, including as Group General Manager, Marketing at Southcorp Wines; Vice President, Asia Pacific, Middle East and Africa at Fosters Group International; and Regional Director, Americas & Asia Pacific at Pernod Ricard. He holds a Bachelor's degree in European Language and Psychology from the National University of Ireland, University College Cork and an M.B.A. from the University College Dublin, Michael Smurfit Graduate School of Business.

Enrique Humanes, 54 Mr. Humanes has served as Chief Executive Officer of Bunge Argentina since February 2011 and previously served as interim Chief Executive Officer of Bunge Argentina since July 2010. He started his career at the company in 2000 as the Operations Director of Bunge Argentina. Prior to joining Bunge, he served in industrial roles at Unilever and Dow Chemical. He holds an undergraduate degree in chemical engineering from the Technology University of Rosario, a postgraduate degree in Process Management Administration from Rice University and an MBA from IDEA in Argentina.

Tommy Jensen, 52 Mr. Jensen has served as Chief Executive Officer of Bunge Europe, Middle East and Africa since May 2012 and previously served as Bunge EMEA's Chief Operating Officer, Vice President, Northern and Central Europe and Managing Director, Poland. Prior to joining Bunge in 2003, he held leadership positions at Animex S.A. in Poland, a subsidiary of Smithfield Foods, Continental Grain in Poland and Germany, and Jyske Bank A/S in Denmark. He has a Bachelor's degree in Finance from Aarhus School of Business at Aarhus University, Denmark, and has completed the Advanced Management Program at Harvard Business School.

Frank R. Jimenez, 49 Mr. Jimenez has served as General Counsel, Secretary and Managing Director, Government Affairs since July 2012. Prior to joining Bunge, he was Senior Vice President, General Counsel and Corporate Secretary at Xylem Inc., a global water technology company spun off from ITT Corporation. He joined ITT in 2009 as Vice President and General Counsel. Prior to ITT, he served for nearly three years as General Counsel of the U.S. Department of the Navy in the Bush and Obama administrations. He has held a variety of other positions in government, including Deputy General Counsel for the U.S. Department of Defense and Chief of Staff at the U.S. Department of Housing and Urban Development, as well as Deputy Chief of Staff and Acting General Counsel to Governor Jeb Bush of Florida. Mr. Jimenez previously practiced law as a partner at Steel Hector and Davis LLP (now Squire Sanders LLP) in Miami, Florida. He holds an M.B.A. from the Wharton School of the University of Pennsylvania, a J.D. from the Yale Law School, an M.A. from the U.S. Naval War College and a B.S. from the University of Miami.

Pierre Mauger, 42 Mr. Mauger has served as Chief Development Officer and Performance Management Officer since September 2013. Prior to joining Bunge, Mr. Mauger was a partner at McKinsey & Company, where he led the firm's agriculture service line in Europe, the Middle East and

Table of Contents

Africa from 2009 to 2013, overseeing client relationships with leading global companies in the commodity processing and trading, agrochemicals and fertilizer sectors, as well as with governments. Prior to that, he served as a partner in the firm's consumer goods practice. He joined McKinsey as an associate in 2000. Mr. Mauger previously worked as an auditor at Nestlé and KPMG. He holds a B.Sc. in Economics and Business Finance from Brunel University in the United Kingdom and an M.B.A. from INSEAD.

Raul Padilla, 58 Mr. Padilla has served as Managing Director, Bunge Global Agribusiness and Chief Executive Officer, Bunge Product Lines since July 2010. Previously, he served as Chief Executive Officer of Bunge Argentina since 1999. He joined the company in 1997 as Commercial Director. Mr. Padilla has approximately 30 years of experience in the oilseed processing and grain handling industries in Argentina, beginning his career with La Plata Cereal in 1977. He has served as President of the Argentine National Oilseed Crushers Association, Vice President of the International Association of Seed Crushers and Director of the Buenos Aires Cereal Exchange and the Rosario Futures Exchange. Mr. Padilla is a graduate of the University of Buenos Aires.

Pedro Parente, 61 Mr. Parente has been President and Chief Executive Officer of Bunge Brazil since joining Bunge in January 2010. From 2003 until December 2009, Mr. Parente served as Chief Operating Officer of Grupo RBS (RBS), a leading Brazilian multimedia company that owns several TV stations, newspapers and radio stations. Prior to joining RBS, Mr. Parente held a variety of high-level posts in the public sector in Brazil. He served as Chief of Staff to the Brazilian President from 1999 to 2002, and as Minister of Planning and Deputy Minister of Finance between 1995 and 1999. Mr. Parente has also served as a consultant to the International Monetary Fund and has worked at the Brazilian Central Bank, Banco do Brasil and in a number of other positions in the Ministry of Finance and Ministry of Planning. He is a former Chairman of the Board of Petrobras and Banco do Brasil. He holds a degree in electrical engineering from the University of Brasília, and is a fellow at the George Washington University Center of Latin American Studies. In January 2014, we announced that Mr. Parente intends to retire in June 2014.

D. Benedict Pearcy, 45 Mr. Pearcy has been our Chief Development Officer and Managing Director, Sugar and Bioenergy since February 2009. Mr. Pearcy joined Bunge in 1995. Prior to his current position, he was most recently based in Europe, where he served as Vice President, South East Europe since 2007 and Vice President, Eastern Europe from 2003 to 2007. Prior to that, he served as Director of Strategic Planning for Bunge Limited from 2001 to 2003. Prior to joining Bunge, Mr. Pearcy worked at McKinsey & Co. in the United Kingdom. He holds a B.A. in Modern History and Economics from Oxford University and an M.B.A. from Harvard Business School.

Vicente C. Teixeira, 61 Mr. Teixeira has been our Chief Personnel Officer since February 2008. Prior to joining Bunge, Mr. Teixeira served as Director of Human Resources for Latin America at Dow Chemical and Dow Agrosciences in Brazil since 2001. He joined Dow from Union Carbide, where he served as Director of Human Resources and Administration for Latin America and South Africa, starting in 1995. Previously, he had worked at Citibank in Brazil for 21 years, where he ultimately served as Human Resources Vice President for Brazil. Mr. Teixeira has an undergraduate degree in Business Communication and Publicity from Faculdade Integrada Alcantara Machado (FMU/FIAM), a Master of Business Administration from Faculdade Tancredo Neves and an Executive M.B.A. from PDG/EXEC in Brazil.

Christopher White, 61 Since January 2014, Mr. White has served as Senior Advisor to the company, assisting with the management of strategic initiatives. Prior to assuming this role, he served as Chief Executive Officer of Bunge Asia from 2006 to December 2013. He joined Bunge as Regional General Manager Asia in March 2003. Over a previous 20-year career with Bristol Myers Squibb, Mr. White served in various capacities, including President of Mead Johnson Nutritionals Worldwide, President of Mead Johnson Nutritionals and Bristol Myers Consumer Products Asia, and Vice President of Finance and Strategy of Mead Johnson. Mr. White is a graduate of Yale University.

Table of Contents

Item 1A. *Risk Factors*

Risk Factors

Our business, financial condition or results of operations could be materially adversely affected by any of the risks and uncertainties described below. Additional risks not presently known to us, or that we currently deem immaterial, may also impair our financial condition and business operations. See "Cautionary Statement Regarding Forward Looking Statements."

Risks Relating to Our Business and Industries

Adverse weather conditions, including as a result of future climate change, may adversely affect the availability, quality and price of agricultural commodities and agricultural commodity products, as well as our operations and operating results.

Adverse weather conditions have historically caused volatility in the agricultural commodity industry and consequently in our operating results by causing crop failures or significantly reduced harvests, which may affect the supply and pricing of the agricultural commodities that we sell and use in our business, reduce demand for our fertilizer products and negatively affect the creditworthiness of agricultural producers who do business with us.

Our sugar production depends on the volume and sucrose content of the sugarcane that we cultivate or that is supplied to us by third-party growers. Both sugarcane crop yields and sucrose content depend significantly on weather conditions, such as rainfall and prevailing temperatures, which can vary substantially. For example, droughts and other adverse weather conditions in the Center-South of Brazil have resulted in reduced crop yields across the region over the last three years. This has reduced the supply of sugarcane available to us for processing. In addition, the sucrose content in the sugarcane ultimately harvested has also been lower, further contributing to decreased productivity and greater production costs. As such, unfavorable weather conditions have had and could in the future have a material adverse effect on our sugar operations.

Severe adverse weather conditions, such as hurricanes or severe storms, may also result in extensive property damage, extended business interruption, personal injuries and other loss and damage to us. Our operations also rely on dependable and efficient transportation services. A disruption in transportation services, as a result of weather conditions or otherwise, may also significantly adversely impact our operations.

Additionally, the potential physical impacts of climate change are uncertain and may vary by region. These potential effects could include changes in rainfall patterns, water shortages, changing sea levels, changing storm patterns and intensities, and changing temperature levels that could adversely impact our costs and business operations, the location and costs of global agricultural commodity production, and the supply and demand for agricultural commodities. These effects could be material to our results of operations, liquidity or capital resources.

We may be adversely affected by a shortage of sugarcane or by high sugarcane costs.

Sugarcane is our principal raw material used in the production of ethanol and sugar. Our ability to secure an adequate supply of sugarcane depends on our ability to negotiate and maintain satisfactory land rights and supply contracts with third parties. Currently, approximately 95% of the land we use for sugarcane cultivation is not owned by us, with such land typically managed through agricultural partnership agreements having an average remaining term of five years. We cannot guarantee that these agreements will be renewed after their respective terms or that any such renewals will be on terms and conditions satisfactory to us. A significant shortage of sugarcane supply or increase in the cost of available sugarcane, including as a result of the termination of our partnership or supply

contracts or the inability to enter into alternative arrangements on economic terms, would likely have an adverse effect on our business and financial performance, and such effect could be material.

We are subject to fluctuations in agricultural commodity and other raw material prices caused by other factors outside of our control that could adversely affect our operating results.

Prices for agricultural commodities and their by-products, including, among others, soybeans, corn, wheat, sugar and ethanol, like those of other commodities, are often volatile and sensitive to local and international changes in supply and demand caused by factors outside of our control, including farmer planting decisions, government agriculture programs and policies, global inventory levels, demand for biofuels, weather and crop conditions and demand for and supply of, competing commodities and substitutes. These factors may cause volatility in our operating results.

Our fertilizer business may also be adversely affected by fluctuations in the prices of agricultural commodities and fertilizer raw materials that are caused by market factors beyond our control. Increases in fertilizer prices due to higher raw material costs have in the past and could in the future adversely affect demand for our fertilizer products. Additionally, as a result of competitive conditions in our food and ingredients and fertilizer businesses, we may not be able to recoup increases in raw material costs through increases in sales prices for our products, which may adversely affect our profitability.

Fluctuations in energy prices could adversely affect our operating results.

Our operating costs and selling prices of certain of our products are sensitive to changes in energy prices. Our industrial operations utilize significant amounts of electricity, natural gas and coal, and our transportation operations are dependent upon diesel fuel and other petroleum-based products. Significant increases in the cost of these items could adversely affect our operating costs and results.

We also sell certain biofuel products, such as ethanol and biodiesel, which are closely related to, or may be substituted for, petroleum products. As a result, the selling prices of ethanol and biodiesel can be impacted by the selling prices of oil, gasoline and diesel fuel. In turn, the selling prices of the agricultural commodities and commodity products that we sell, such as corn and vegetable oils that are used as feedstocks for biofuels, are also sensitive to changes in the market price for biofuels, and consequently world petroleum prices as well. Prices for petroleum products and biofuels are affected by market factors and government fuel policies, over which we have no control. Lower prices for oil, gasoline or diesel fuel could result in decreased selling prices for ethanol, biodiesel and their raw materials, which could adversely affect our revenues and operating results. Additionally, the prices of sugar and sugarcane-based ethanol are also correlated, and, therefore, a decline in world sugar prices may also adversely affect the selling price of the ethanol we produce in Brazil.

We are subject to global and regional economic downturns and related risks.

The level of demand for our products is affected by global and regional demographic and macroeconomic conditions, including population growth rates and changes in standards of living. A significant downturn in global economic growth, or recessionary conditions in major geographic regions, may lead to reduced demand for agricultural commodities, which could adversely affect our business and results of operations.

Additionally, weak global economic conditions and adverse conditions in global financial and capital markets, including constraints on the availability of credit, have in the past adversely affected, and may in the future adversely affect, the financial condition and creditworthiness of some of our customers, suppliers and other counterparties, which in turn may negatively impact our financial condition and results of operations. See "Item 7A. Management's Discussion and Analysis of Financial

Table of Contents

Condition and Results of Operations" and "Item 7. Quantitative and Qualitative Disclosures About Market Risk" for more information.

Over the last several years, a financial crisis in Europe, triggered by a combination of factors, including high budget deficits and concerns over the sovereign creditworthiness of several European countries, has caused significant turmoil in financial and commodity markets. Despite financial assistance packages and other mitigating actions taken by European and other policymakers, uncertainty over the future of the *euro*, and worries about sovereign creditworthiness persist. Risks and ongoing concerns about the crisis in Europe have had or could have a detrimental impact on the global economic recovery, sovereign and non-sovereign debt in these countries and the financial condition of European corporations and financial institutions. They may also adversely affect consumer confidence levels and spending, which may lead to reduced demand for the products that we sell. There can be no assurance that these conditions and related market turmoil will not deteriorate. To the extent uncertainty regarding the European financial crisis and its effect on the global economic recovery continues to negatively impact consumer and business confidence, our business and results of operations could be significantly and adversely affected.

We are vulnerable to the effects of supply and demand imbalances in our industries.

Historically, the market for some of our agricultural commodities and fertilizer products has been cyclical, with periods of high demand and capacity utilization stimulating new plant investment and the addition of incremental processing or production capacity by industry participants to meet the demand. The timing and extent of this expansion may then produce excess supply conditions in the market, which, until the supply/demand balance is again restored, negatively impacts product prices and operating results. During times of reduced market demand, we may suspend or reduce production at some of our facilities. The extent to which we efficiently manage available capacity at our facilities will affect our profitability.

We are subject to economic, political and other risks of doing business globally and in emerging markets.

We are a global business with substantial assets and operations outside the United States. In addition, part of our strategy involves expanding our business in several emerging market regions, including Eastern Europe, Asia, the Middle East and Africa. Volatile international economic, political and market conditions may have a negative impact on our operating results and our ability to achieve our business strategies.

Due to the international nature of our business, we are exposed to currency exchange rate fluctuations. Changes in exchange rates between the U.S. dollar and other currencies, particularly the Brazilian *real*, the Argentine *peso*, the *euro* and certain Eastern European currencies affect our revenues and expenses that are denominated in local currencies, affect farm economics in those regions and may also have a negative impact on the value of our assets located outside of the United States.

We are also exposed to other risks of international operations, including:

- adverse trade policies or trade barriers on agricultural commodities and commodity products;
- inflation and adverse economic conditions resulting from governmental attempts to reduce inflation, such as imposition of wage and price controls and higher interest rates;
- changes in laws and regulations or their interpretation or enforcement in the countries where we operate, such as tax laws, including the risk of future adverse tax regulation in the United States relating to our status as a Bermuda company;
- difficulties in enforcing agreements or judgments and collecting receivables in foreign jurisdictions;

- sovereign risk;
- exchange controls or other currency restrictions and limitations on the movement of funds, such as on the remittance of dividends by subsidiaries;
- inadequate infrastructure;
- government intervention, including through expropriation, or regulation of the economy or natural resources, including restrictions on foreign ownership of land or other assets;
- the requirement to comply with a wide variety of foreign and U.S. laws and regulations that apply to international operations, including, without limitation, economic sanctions, regulations, labor laws, import and export regulations, anti-corruption and anti-bribery laws, as well as other laws or regulations discussed in this "Item 1A. Risk Factors" section;
- challenges in maintaining an effective internal control environment with operations in multiple international locations, including language differences, varying levels of U.S. GAAP expertise in international locations and multiple financial information systems; and
- labor disruptions, civil unrest, significant political instability, wars or other armed conflict or acts of terrorism.

These risks could adversely affect our operations, business strategies and operating results.

Government policies and regulations, particularly those affecting the agricultural sector and related industries, could adversely affect our operations and profitability.

Agricultural commodity production and trade flows are significantly affected by government policies and regulations. Governmental policies affecting the agricultural industry, such as taxes, tariffs, duties, subsidies, import and export restrictions on agricultural commodities and commodity products and energy policies (including biofuels mandates), can influence industry profitability, the planting of certain crops versus other uses of agricultural resources, the location and size of crop production, whether unprocessed or processed commodity products are traded and the volume and types of imports and exports. In addition, international trade disputes can adversely affect agricultural commodity trade flows by limiting or disrupting trade between countries or regions.

Increases in prices for, among other things, food, fuel and crop inputs, such as fertilizers, have become the subject of significant discussion by governmental bodies and the public throughout the world in recent years. In some countries, this has led to the imposition of policies such as price controls, tariffs and export restrictions on agricultural commodities. Additionally, efforts to change the regulation of financial markets, including the U.S. Dodd-Frank Act, may subject large users of derivatives, such as Bunge, to extensive new oversight and regulation. Such initiatives could impose significant additional costs on us, including operating and compliance costs, and could materially affect the availability, as well as the cost and terms, of certain transactions. Future governmental policies, regulations or actions affecting our industries may adversely affect the supply of, demand for and prices of our products, restrict our ability to do business and cause our financial results to suffer.

Increases in commodity prices can increase the scrutiny to which we are subject under antitrust laws.

We are subject to antitrust and competition laws in various countries throughout the world. We cannot predict how these laws or their interpretation, administration and enforcement will change over time, particularly in periods of significant price increases in our industries. Changes or developments in antitrust laws globally, or in their interpretation, administration or enforcement, may limit our existing or future operations and growth. Increases in food and crop nutrient prices have in the past resulted in increased scrutiny of our industries under antitrust and competition laws in Europe, Brazil and other jurisdictions and increase the risk that these laws could be interpreted, administered or enforced in a

manner that could affect our operations or impose liability on us in a manner that could have a material adverse effect on our operating results and financial condition.

We may not realize the anticipated benefits of acquisitions, divestitures or joint ventures.

We have been an active acquirer of other companies, and we have joint ventures with several partners. Part of our strategy involves acquisitions, alliances and joint ventures designed to expand and enhance our business. Our ability to benefit from acquisitions, joint ventures and alliances depends on many factors, including our ability to identify suitable prospects, access funding sources on acceptable terms, negotiate favorable transaction terms and successfully consummate and integrate any businesses we acquire. In addition, we may decide, from time to time, to divest certain of our assets or businesses. Our ability to successfully complete a divestiture will depend on, among other things, our ability to identify buyers that are prepared to acquire such assets or businesses on acceptable terms and to adjust and optimize our retained businesses following the divestiture.

Our acquisition or divestiture activities may involve unanticipated delays, costs and other problems. If we encounter unexpected problems with one of our acquisitions, alliances or divestitures, our senior management may be required to divert attention away from other aspects of our businesses to address these problems. Additionally, we may fail to consummate proposed acquisitions or divestitures, after incurring expenses and devoting substantial resources, including management time, to such transactions.

Acquisitions also pose the risk that we may be exposed to successor liability relating to actions by an acquired company and its management before the acquisition. The due diligence we conduct in connection with an acquisition, and any contractual guarantees or indemnities that we receive from the sellers of acquired companies, may not be sufficient to protect us from, or compensate us for, actual liabilities. A material liability associated with an acquisition could adversely affect our reputation and results of operations and reduce the benefits of the acquisition. Additionally, acquisitions involve other risks, such as differing levels of management and internal control effectiveness at the acquired entities, systems integration risks, the risk of impairment charges relating to goodwill and intangible assets recorded in connection with acquisitions, the risk of significant accounting charges resulting from the completion and integration of a sizeable acquisition, the need to fund increased capital expenditures and working capital requirements, our ability to retain and motivate employees of acquired entities and other unanticipated problems and liabilities.

Divestitures may also expose us to potential liabilities or claims for indemnification, as we may be required to retain certain liabilities or indemnify buyers for certain matters, including environmental or litigation matters, associated with the assets or businesses that we sell. The magnitude of any such retained liability or indemnification obligation may be difficult to quantify at the time of the transaction, and its cost to us could ultimately exceed the proceeds we receive for the divested assets or businesses. Divestitures also have other inherent risks, including possible delays in closing transactions (including potential difficulties in obtaining regulatory approvals), the risk of lower-than-expected sales proceeds for the divested businesses and unexpected costs or other difficulties associated with the separation of the businesses to be sold from our information technology and other systems and management processes, including the loss of key personnel. Additionally, expected cost savings or other anticipated efficiencies or benefits from divestitures may also be difficult to achieve or maximize.

Additionally, we have several joint ventures and investments where we may have limited control over governance and operations. As a result, we face certain operating, financial and other risks relating to these investments, including risks related to the financial strength of our joint venture partners or their willingness to provide adequate funding for the joint venture, having differing objectives from our partners, the inability to implement some actions with respect to the joint venture's activities that we may believe are favorable if the joint venture partner does not agree and the risk that

we will be unable to resolve disputes with the joint venture partner. As a result, these investments may contribute significantly less than anticipated to our earnings and cash flows.

We are subject to food and feed industry risks.

We are subject to food and feed industry risks which include, but are not limited to, spoilage, contamination, tampering or other adulteration of products, product recalls, government regulation, including regulations regarding food and feed safety, nutritional standards and genetically modified organisms (GMOs), shifting customer and consumer preferences and concerns, and potential product liability claims. These matters could adversely affect our business and operating results.

In addition, certain of our products are used as, or as ingredients in, livestock and poultry feed, and as such, we are subject to demand risks relating to the outbreak of disease associated with livestock and poultry, including avian or swine influenza. A severe or prolonged decline in demand for our products as a result of the outbreak of disease could have a material adverse effect on our business and operating results.

We face intense competition in each of our businesses.

We face significant competition in each of our businesses and we have numerous competitors, some of which are larger and have greater financial resources than we have. As many of the products we sell are global commodities, the markets for our products are highly price competitive and in many cases sensitive to product substitution. In addition, to compete effectively, we must continuously focus on improving efficiency in our production and distribution operations, as well as developing and maintaining appropriate market share, and customer relationships. We also compete for talent in our industries, particularly commercial personnel. Competition could cause us to lose market share and talented employees, exit certain lines of business, increase marketing or other expenditures or reduce pricing, each of which could have an adverse effect on our business and profitability.

We are subject to environmental, health and safety regulation in numerous jurisdictions. We may be subject to substantial costs, liabilities and other adverse effects on our business relating to these matters.

Our operations are regulated by environmental, health and safety laws and regulations in the countries where we operate, including those governing the labeling, use, storage, discharge and disposal of hazardous materials. These laws and regulations require us to implement procedures for the handling of hazardous materials and for operating in potentially hazardous conditions, and they impose liability on us for the cleanup of environmental contamination. In addition to liabilities arising out of our current and future operations for which we have ongoing processes to manage compliance with regulatory obligations, we may be subject to liabilities for past operations at current facilities and in some cases to liabilities for past operations at facilities that we no longer own or operate. We may also be subject to liabilities for operations of acquired companies. We may incur material costs or liabilities to comply with environmental, health and safety requirements. In addition, our industrial activities can result in serious accidents that could result in personal injuries, facility shutdowns, reputational harm to our business and/or the expenditure of significant amounts to remediate safety issues or repair damaged facilities.

In addition, continued government and public emphasis in countries where we operate on environmental issues, including climate change, conservation and natural resource management, have resulted in and could result in new or more stringent forms of regulatory oversight of our industries, including increased environmental controls, land-use restrictions affecting us or our suppliers and other conditions that could have a material adverse effect on our business, financial condition and results of operations. For example, certain aspects of Bunge's business and the larger food production chain generate carbon emissions. The imposition of regulatory restrictions on greenhouse gas emissions,

Table of Contents

which may include limitations on greenhouse gas emissions, other restrictions on industrial operations, taxes or fees on greenhouse gas emissions and other measures, could affect land-use decisions, the cost of agricultural production and the cost and means of processing and transport of our products, which could adversely affect our business, cash flows and results of operations.

We are exposed to credit and counterparty risk relating to our customers in the ordinary course of business. In particular, we advance capital and provide other financing arrangements to farmers in Brazil and, as a result, our business and financial results may be adversely affected if these farmers are unable to repay the capital advanced to them.

We have various credit terms with customers, and our customers have varying degrees of creditworthiness, which exposes us to the risk of non-payment or other default under our contracts and other arrangements with them. In the event that we experience significant defaults on their payment obligations to us, our financial condition, results of operations or cash flows could be materially and adversely affected.

In Brazil, where there are limited third-party financing sources available to farmers for their annual production of crops, we provide financing services to farmers from whom we purchase soybeans and other agricultural commodities through prepaid commodity purchase contracts and advances, which are generally intended to be short-term in nature and are typically secured by the farmer's crop and a mortgage on the farmer's land and other assets to provide a means of repayment in the potential event of crop failure or shortfall. At December 31, 2013 and 2012, respectively, we had approximately $955 million and $885 million in outstanding prepaid commodity purchase contracts and advances to farmers. We are exposed to the risk that the underlying crop will be insufficient to satisfy a farmer's obligation under the financing arrangements as a result of weather and crop growing conditions, and other factors that influence the price, supply and demand for agricultural commodities. In addition, any collateral held by us as part of these financing transactions may not be sufficient to fully protect us from loss.

We are a capital intensive business and depend on cash provided by our operations as well as access to external financing to operate and expand our business.

We require significant amounts of capital to operate our business and fund capital expenditures. In addition, our working capital needs are directly affected by the prices of agricultural commodities, with increases in commodity prices generally causing increases in our borrowing levels. We are also required to make substantial capital expenditures to maintain, upgrade and expand our extensive network of storage facilities, processing plants, refineries, mills, logistics assets and other facilities to keep pace with competitive developments, technological advances and safety and environmental standards. Furthermore, the expansion of our business and pursuit of acquisitions or other business opportunities may require us to have access to significant amounts of capital. If we are unable to generate sufficient cash flows or raise sufficient external financing on attractive terms to fund these activities, including as a result of a tightening in the global credit markets, we may be forced to limit our operations and growth plans, which may adversely impact our competitiveness and, therefore, our results of operations.

As of December 31, 2013, we had approximately $4,300 million unused and available borrowing capacity under various committed short and long-term credit facilities and $4,644 million in total indebtedness. Our indebtedness could limit our ability to obtain additional financing, limit our flexibility in planning for, or reacting to, changes in the markets in which we compete, place us at a competitive disadvantage compared to our competitors that are less leveraged than we are and require us to dedicate more cash on a relative basis to servicing our debt and less to developing our business. This may limit our ability to run our business and use our resources in the manner in which we would like. Furthermore, difficult conditions in global credit or financial markets generally could adversely impact our ability to refinance maturing debt or the cost or other terms of such refinancing, as well as adversely affect the financial position of the lenders with whom we do business, which may reduce our ability to obtain financing for our operations. See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources."

Table of Contents

Our credit ratings are important to our liquidity. While our debt agreements do not have any credit rating downgrade triggers that would accelerate the maturity of our debt, a reduction in our credit ratings would increase our borrowing costs and, depending on their severity, could impede our ability to obtain credit facilities or access the capital markets in the future on favorable terms. We may also be required to post collateral or provide third-party credit support under certain agreements as a result of such downgrades. A significant increase in our borrowing costs could impair our ability to compete effectively in our business relative to competitors with higher credit ratings.

Our risk management strategies may not be effective.

Our business is affected by fluctuations in agricultural commodity prices, transportation costs, energy prices, interest rates and foreign currency exchange rates. We engage in hedging transactions to manage these risks. However, our exposures may not always be fully hedged and our hedging strategies may not be successful in minimizing our exposure to these fluctuations. In addition, our risk management strategies may seek to position our overall portfolio relative to expected market movements. While we have implemented a broad range of control procedures and policies to mitigate potential losses, they may not in all cases successfully protect us from losses that have the potential to impair our financial position. See "Item 7A. Quantitative and Qualitative Disclosures About Market Risk."

We may not be able to achieve the efficiencies, savings and other benefits anticipated from our cost reduction, margin improvement and other business optimization initiatives.

We are continually implementing programs throughout the company to reduce costs, increase efficiencies and enhance our business. Initiatives currently in process or implemented in the past four years include the outsourcing of certain administrative activities in several regions and the rationalization of manufacturing operations, including the closing of facilities and the implementation of a restructuring and consolidation of our operations in Brazil. Unexpected delays, increased costs, adverse effects on our internal control environment, inability to retain and motivate employees or other challenges arising from these initiatives could adversely affect our ability to realize the anticipated savings or other intended benefits of these activities.

The loss of or a disruption in our manufacturing and distribution operations or other operations and systems could adversely affect our business.

We are engaged in manufacturing and distribution activities on a global scale, and our business depends on our ability to execute and monitor, on a daily basis, a significant number of transactions across numerous markets or geographies. As a result, we are subject to the risks inherent in such activities, including industrial accidents, environmental events, fires, explosions, strikes and other labor or industrial disputes and disruptions in logistics or information systems, as well as natural disasters, pandemics, acts of terrorism and other external factors over which we have no control. While we insure ourselves against many of these types of risks in accordance with industry standards, our level of insurance may not cover all losses. The loss of, or damage to, any of our facilities could have a material adverse effect on our business, results of operations and financial condition.

Our information technology systems, processes and sites may suffer a significant breach or disruption that may adversely affect our ability to conduct our business.

Our information technology systems, some of which are dependent on services provided by third parties, provide critical data and services for internal and external users, including procurement and inventory management, transaction processing, financial, commercial and operational data, human resources management, legal and tax compliance information and other information and processes necessary to operate and manage our business. Our information technology and infrastructure may

experience attacks by hackers, breaches or other failures or disruptions that could compromise our systems and the information stored there. While we have implemented security measures and disaster recovery plans designed to protect the security and continuity of our networks and critical systems, these measures may not adequately prevent adverse events such as breaches or failures from occurring or mitigate their severity if they do occur. If our information technology systems are breached, damaged or fail to function properly due to any number of causes, such as security breaches or cyber based attacks, systems implementation difficulties, catastrophic events or power outages, and our security, contingency or disaster recovery plans do not effectively mitigate these occurrences on a timely basis, we may experience a material disruption in our ability to manage our business operations. We may also be subject to legal claims or proceedings, liability under laws that protect the privacy of personal information, potential regulatory penalties and damage to our reputation. These impacts may adversely impact our business, results of operations and financial condition, as well as our competitive position.

Risks Relating to Our Common Shares

We are a Bermuda company, and it may be difficult for you to enforce judgments against us and our directors and executive officers.

We are a Bermuda exempted company. As a result, the rights of holders of our common shares will be governed by Bermuda law and our memorandum of association and bye-laws. The rights of shareholders under Bermuda law may differ from the rights of shareholders of companies or corporations incorporated in other jurisdictions, including the United States. A majority of our directors and some of our officers are non-residents of the United States, and a substantial portion of our assets and the assets of those directors and officers are located outside the United States. As a result, it may be difficult for you to effect service of process on those persons in the United States or to enforce in the U.S. judgments obtained in U.S. courts against us or those persons based on civil liability provisions of the U.S. securities laws. It is doubtful whether courts in Bermuda will enforce judgments obtained in other jurisdictions, including the United States, against us or our directors or officers under the securities laws of those jurisdictions or entertain actions in Bermuda against us or our directors or officers under the securities laws of other jurisdictions.

Our bye-laws restrict shareholders from bringing legal action against our officers and directors.

Our bye-laws contain a broad waiver by our shareholders of any claim or right of action, both individually and on our behalf, against any of our officers or directors. The waiver applies to any action taken by an officer or director, or the failure of an officer or director to take any action, in the performance of his or her duties, except with respect to any matter involving any fraud or dishonesty on the part of the officer or director. This waiver limits the right of shareholders to assert claims against our officers and directors unless the act, or failure to act, involves fraud or dishonesty.

We have anti-takeover provisions in our bye-laws that may discourage a change of control.

Our bye-laws contain provisions that could make it more difficult for a third party to acquire us without the consent of our Board of Directors. These provisions provide for:

- a classified board of directors with staggered three-year terms;
- directors to be removed without cause at any special general meeting only upon the affirmative vote of at least 66% of all votes attaching to all shares then in issue entitling the holder to attend and vote on the resolution;
- restrictions on the time period in which directors may be nominated;

Table of Contents

our Board of Directors to determine the powers, preferences and rights of our preference shares and to issue the preference shares without shareholder approval; and

an affirmative vote of at least 66% of all votes attaching to all shares then in issue entitling the holder to attend and vote on the resolution for some business combination transactions, which have not been approved by our Board of Directors.

These provisions, as well as any additional anti-takeover measures our Board of Directors could adopt in the future, could make it more difficult for a third party to acquire us, even if the third party's offer may be considered beneficial by many shareholders. As a result, shareholders may be limited in their ability to obtain a premium for their shares.

We may become a passive foreign investment company, which could result in adverse U.S. tax consequences to U.S. investors.

Adverse U.S. federal income tax rules apply to U.S. investors owning shares of a "passive foreign investment company," or PFIC, directly or indirectly. We will be classified as a PFIC for U.S. federal income tax purposes if 50% or more of our assets, including goodwill (based on an annual quarterly average), are passive assets, or 75% or more of our annual gross income is derived from passive assets. The calculation of goodwill will be based, in part, on the then-market value of our common shares, which is subject to change. Based on certain estimates of our gross income and gross assets and relying on certain exceptions in the applicable U.S. Treasury regulations, we do not believe that we are currently a PFIC. Such a characterization could result in adverse U.S. tax consequences to U.S. investors in our common shares. In particular, absent an election described below, a U.S. investor would be subject to U.S. federal income tax at ordinary income tax rates, plus a possible interest charge, in respect of gain derived from a disposition of our common shares, as well as certain distributions by us. In addition, a step-up in the tax basis of our common shares would not be available upon the death of an individual shareholder, and the preferential U.S. federal income tax rates generally applicable to dividends on our common shares held by certain U.S. investors would not apply. Since PFIC status is determined on an annual basis and will depend on the composition of our income and assets and the nature of our activities from time to time, we cannot assure you that we will not be considered a PFIC for the current or any future taxable year. If we are treated as a PFIC for any taxable year, U.S. investors may desire to make an election to treat us as a "qualified electing fund" with respect to shares owned (a QEF election), in which case U.S. investors will be required to take into account a pro rata share of our earnings and net capital gain for each year, regardless of whether we make any distributions. As an alternative to the QEF election, a U.S. investor may be able to make an election to "mark-to-market" our common shares each taxable year and recognize ordinary income pursuant to such election based upon increases in the value of our common shares.

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

Not applicable.

Table of Contents

Item 2. ***Properties***

The following tables provide information on our principal operating facilities as of December 31, 2013.

Facilities by Business Area

	(Metric Tons) Aggregate Daily Production Capacity	Aggregate Storage Capacity
Business Area		
Agribusiness	139,819	19,031,629
Sugar and Bioenergy	102,400	804,240
Food and Ingredients	66,930	1,739,942
Fertilizer	6,005	734,125

Facilities by Geographic Region

	(Metric Tons) Aggregate Daily Production Capacity	Aggregate Storage Capacity
Region		
North America	67,473	7,595,780
South America	175,762	11,154,358
Europe	43,452	2,722,976
Asia	28,467	836,822

Our corporate headquarters in White Plains, New York, occupies approximately 66,300 square feet of space under a lease that expires in March 2020. We also lease other office space for our operations worldwide.

We believe that our facilities are adequate to address our operational requirements.

Agribusiness

In our agribusiness segment, we have 220 commodity storage facilities globally that are located close to agricultural production areas or export locations. We also have 51 oilseed processing plants globally. We have 67 merchandising and distribution offices throughout the world.

Sugar and Bioenergy

In our sugar and bioenergy segment, we wholly own or hold controlling interests in 8 sugarcane mills, all of which are located in Brazil within close proximity to sugarcane production areas. We also manage land through agricultural partnership agreements for the cultivation of sugarcane as described under "Item 1. Business Sugar and Bioenergy."

Food and Ingredients

In our food and ingredients businesses, we have 98 refining, packaging and milling facilities throughout the world. In addition, to facilitate distribution in Brazil, we operate 23 distribution centers.

Fertilizer

In our fertilizer segment, we operate 5 fertilizer processing and blending plants in Argentina and a fertilizer port in Brazil.

Table of Contents

Item 3. ***Legal Proceedings***

We are party to various legal proceedings in the ordinary course of our business. Although we cannot accurately predict the amount of any liability that may ultimately arise with respect to any of these matters, we make provisions for potential liabilities when we deem them probable and reasonably estimable. These provisions are based on current information and legal advice and are adjusted from time to time according to developments. We do not expect the outcome of these proceedings, net of established reserves, to have a material adverse effect on our financial condition or results of operations. Due to their inherent uncertainty, however, there can be no assurance as to the ultimate outcome of current or future litigation, proceedings, investigations or claims.

We are subject to income and other taxes in both the United States and foreign jurisdictions and we are regularly under audit by tax authorities. Although we believe our tax estimates are reasonable, the final determination of tax audits and any related litigation or other proceedings could be materially different than that which is reflected in our tax provisions and accruals, which could have a material effect on our income tax provision and net income in the period or periods for which that determination is made. For example, our Brazilian subsidiaries are regularly audited and subject to numerous pending tax claims by Brazilian federal, state and local tax authorities. We have reserved an aggregate $132 million as of December 31, 2013 in respect of these claims and other tax contingencies in Brazil. The Brazilian tax claims relate to income tax claims, value-added tax claims and sales tax claims. The determination of the manner in which various Brazilian federal, state and municipal taxes apply to our operations is subject to varying interpretations arising from the complex nature of Brazilian tax laws and changes in those laws. In addition, we have numerous claims pending against Brazilian federal, state and local tax authorities to recover taxes previously paid by us. For more information, see Notes 14 and 22 to our consolidated financial statements included as part of this Annual Report on Form 10-K.

The Argentine tax authorities have been conducting a review of income and other taxes paid by exporters and processors of cereals and other agricultural commodities in the country. In that regard, in October 2010, the Argentine tax authorities carried out inspections at several of our locations in Argentina relating to allegations of income tax evasion covering the periods from 2007 to 2009. In December 2012, our Argentine subsidiary received an income tax assessment relating to fiscal years 2006 and 2007 with a claim of approximately 436 million Argentine *pesos* (approximately $67 million as of December 31, 2013), plus accrued interest in the amount of approximately 750 million Argentine *pesos* (approximately $115 million as of December 31, 2013). Our Argentine subsidiary has appealed this assessment before the National Tax Court. Fiscal years 2008 and 2009 are currently being audited by the tax authorities and it is likely that the tax authorities will also audit fiscal years 2010-2012, although no audit notice has yet been issued to our Argentine subsidiary in respect of those years. Additionally, in April 2011, the Argentine tax authorities conducted inspections of our locations and those of several other grain exporters with respect to allegations of evasion of liability for value-added taxes and an inquest proceeding was initiated in the first quarter of 2012 to determine whether there is any potential criminal culpability relating to these matters. Also during 2011, we paid $112 million of accrued export tax obligations in Argentina under protest while reserving all of our rights in respect of such payment. In the first quarter of 2012, the Argentine tax authorities assessed interest on these paid export taxes, which as of December 31, 2013, totaled approximately $147 million. In April 2012, the Argentine government suspended our Argentine subsidiary from a registry of grain traders and, in October 2012, the government excluded our subsidiary from this registry in connection with the income tax allegations discussed above. While the suspension and exclusion have not had a material adverse effect on our business in Argentina, these actions have resulted in additional administrative requirements and increased logistical costs on domestic grain shipments within Argentina. We are challenging these actions in the Argentine courts. Management believes that these tax-related

Table of Contents

allegations and claims are without merit and intends to continue to vigorously defend against them. However, management is, at this time, unable to predict their outcome.

We are a party to a large number of labor claims relating to our Brazilian operations. We have reserved an aggregate of $71 million as of December 31, 2013 in respect of these claims. The labor claims primarily relate to dismissals, severance, health and safety, salary adjustments and supplementary retirement benefits.

We are also a party to a large number of civil and other claims relating to our Brazilian operations. We have reserved an aggregate of $80 million as of December 31, 2013 in respect of these claims. These claims relate to various disputes with third parties including suppliers and customers and include $27 million related to a legacy environmental claim in Brazil, recorded in 2012.

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*

(a) Market Information

Our common shares trade on the New York Stock Exchange under the ticker symbol "BG." The following table sets forth, for the periods indicated, the high and low closing prices of our common shares, as reported on the New York Stock Exchange.

(US$)	High	Low
2014		
First quarter (to February 21, 2014)	$ 81.92	$ 73.51
2013		
Fourth quarter	$ 83.11	$ 76.11
Third quarter	79.15	71.35
Second quarter	73.51	66.40
First quarter	79.92	72.12
2012		
Fourth quarter	$ 73.82	$ 67.74
Third quarter	67.30	60.82
Second quarter	69.73	57.83
First quarter	68.44	57.22
2011		
Fourth quarter	$ 63.02	$ 55.51
Third quarter	73.08	56.10
Second quarter	75.44	65.42
First quarter	74.45	65.39

(b) Approximate Number of Holders of Common Stock

To our knowledge, based on information provided by Computershare Investor Services LLC, our transfer agent, as of December 31, 2013, we had 147,796,784 common shares outstanding which were held by approximately 102 registered holders.

(c) Dividends

We intend to pay cash dividends to holders of our common shares on a quarterly basis. In addition, holders of our 4.875% cumulative convertible perpetual preference shares are entitled to annual dividends per share in the amount of $4.875 per year payable quarterly when, as and if declared by the Board of Directors in accordance with the terms of these shares. Any future determination to pay dividends will, subject to the provisions of Bermuda law, be at the discretion of our Board of Directors and will depend upon then existing conditions, including our financial condition, results of operations, contractual and other relevant legal or regulatory restrictions, capital requirements, business prospects and other factors our Board of Directors deems relevant.

Under Bermuda law, a company's board of directors may not declare or pay dividends from time to time if there are reasonable grounds for believing that the company is, or would after the payment be, unable to pay its liabilities as they become due or that the realizable value of its assets would thereby be less than the aggregate of its liabilities and issued share capital and share premium accounts. Under our bye-laws, each common share is entitled to dividends if, as and when dividends are declared by our Board of Directors, subject to any preferred dividend right of the holders of any preference shares. There are no restrictions on our ability to transfer funds (other than funds

Table of Contents

denominated in Bermuda dollars) in or out of Bermuda or to pay dividends to U.S. residents who are holders of our common shares.

We paid quarterly dividends on our common shares of $0.27 per share in the first two quarters of 2013 and $0.30 per share in the last two quarters of 2013. We paid quarterly dividends on our common shares of $0.25 per share in the first two quarters of 2012 and $0.27 per share in the last two quarters of 2012. We have declared a regular quarterly cash dividend of $0.30 per share payable on March 3, 2014 to shareholders of record on February 18, 2014.

(d) Securities Authorized for Issuance Under Equity Compensation Plans

The following table sets forth certain information, as of December 31, 2013, with respect to our equity compensation plans.

	(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	(b) Weighted-Average Exercise Price Per Share of Outstanding Options, Warrants and Rights	(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
Plan category			
Equity compensation plans approved by shareholders[1]	6,488,307[2]	$ 69.30[3]	4,810,760[4]
Equity compensation plans not approved by shareholders[5]	13,613[6]	[7]	[8]
Total	6,501,920	$ 69.30	4,810,760

---

(1) Includes our 2009 Equity Incentive Plan, Equity Incentive Plan, Non-Employee Directors' Equity Incentive Plan and 2007 Non-Employee Directors' Equity Incentive Plan.

(2) Includes non-statutory stock options outstanding as to 4,999,768 common shares, performance-based restricted stock unit awards outstanding as to 1,282,600 common shares and 3,810 vested and deferred restricted stock units outstanding (including, for all restricted and deferred restricted stock unit awards outstanding, dividend equivalents payable in common shares) under our 2009 Equity Incentive Plan and Equity Incentive Plan. This number also includes non-statutory stock options outstanding as to 164,400 common shares under our Non-Employee Directors' Equity Incentive Plan, 37,078 unvested restricted stock units and 651 vested deferred restricted stock units (including, for all restricted and deferred restricted stock unit awards outstanding, dividend equivalents payable in common shares) outstanding under our 2007 Non-Employee Directors' Equity Incentive Plan. Dividend equivalent payments that are credited to each participant's account are paid in our common shares at the time an award is settled. Vested deferred restricted stock units are paid at the time the applicable deferral period lapses.

(3) Calculated based on non-statutory stock options outstanding under our 2009 Equity Incentive Plan, Equity Incentive Plan and our Non-Employee Directors' Equity Incentive Plan. This number excludes outstanding time-based restricted stock unit and performance-based restricted stock unit awards under the 2009 Equity Incentive Plan and Equity Incentive Plan and restricted and deferred restricted stock unit awards under the 2007 Non-Employee Directors' Equity Incentive Plan.

(4) Includes dividend equivalents payable in common shares. Shares available under our 2009 Equity Incentive Plan may be used for any type of award authorized under the plan. Awards under the plan may be in the form of statutory or non-statutory stock options, restricted stock units (including performance-based) or other awards that are based on the value of our common shares. Our 2009 Equity Incentive Plan provides that the maximum number of common shares issuable under the plan is 10,000,000, subject to adjustment in accordance with the terms of the plan. This number also includes shares available for future issuance under our 2007 Non-Employee Directors' Equity Incentive Plan. Our 2007 Non-Employee Directors' Equity Incentive Plan provides that the maximum number of common shares issuable under the plan may not exceed 600,000, subject to adjustment in

accordance with the terms of the plan. No additional awards may be granted under the Equity Incentive Plan and the Non-Employee Directors' Equity Incentive Plan.

(5) Includes our Non-Employee Directors' Deferred Compensation Plan.

(6) Includes rights to acquire 13,613 common shares under our Non-Employee Directors' Deferred Compensation Plan pursuant to elections by our non-employee directors.

(7) Not applicable.

(8) Our Non-Employee Directors' Deferred Compensation Plan does not have an explicit share limit.

Table of Contents

(e) Performance Graph

The performance graph shown below compares the quarterly change in cumulative total shareholder return on our common shares with the Standard & Poor's (S&P) 500 Stock Index and the S&P Food Products Index from December 31, 2008 through the quarter ended December 31, 2013. The graph sets the beginning value of our common shares and the Indices at $100, and assumes that all dividends are reinvested. All Index values are weighted by the capitalization of the companies included in the Index.

Comparison of 5 Year Cumulative Total Return
Assumes Initial Investment of $100
December 2013

(f) Purchases of Equity Securities by Registrant and Affiliated Purchasers

On December 5, 2012, our Board of Directors approved a $275 million increase to our existing share repurchase program and extended the term of the program indefinitely. Under the expanded program, which was originally established in June 2010, we are authorized to purchase up to $975 million of our common shares. As of December 31, 2013, we had repurchased approximately $474 million of our common shares, leaving approximately $500 million available for future share repurchases under the program. No shares were repurchased during 2013 or 2012.

Any repurchases may be made from time to time through a variety of means, including in the open market, in privately negotiated transactions or through other means as determined by us, and in compliance with applicable legal requirements. The timing and number of any shares repurchased will depend on a variety of factors, including share price and market conditions, and the program may be suspended or discontinued at any time at our discretion.

Table of Contents

Item 6. *Selected Financial Data*

The following table sets forth our selected historical consolidated financial information for each of the five periods indicated. You should read this information together with "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" and with the consolidated financial statements and notes to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

Our consolidated financial statements are prepared in U.S. dollars and in accordance with U.S. GAAP. The selected historical financial information as of December 31, 2013, 2012, 2011, 2010 and 2009 and for the years ended December 31, 2013, 2012, 2011, 2010 and 2009 are derived from our audited consolidated financial statements and related notes. In August 2013, we completed the sale of our Brazilian fertilizer distribution business to Yara and we sold our North American fertilizer joint venture interest to our joint venture partner. As a result, the results of these businesses have been classified as discontinued operations for all periods presented below. Additionally, on December 17, 2013, OCP Group acquired our 50% ownership interest in our fertilizer joint venture in Morocco. Activities of the fertilizer segment reported in continuing operations include our port operations in Brazil, our fertilizer production operations in Argentina and our 50% equity interest in the Morocco joint venture through the date of its sale.

	Year Ended December 31,				
(US$ in millions)	**2013**	**2012**	**2011**	**2010**	**2009**
Consolidated Statements of Income Data:					
Net sales	**$ 61,347**	$ 60,991	$ 56,097	$ 43,953	$ 39,601
Cost of goods sold	**(58,587)**	(58,418)	(53,470)	(41,640)	(38,641)
Gross profit	**2,760**	2,573	2,627	2,313	960
Selling, general and administrative expenses	**(1,559)**	(1,563)	(1,436)	(1,455)	(1,231)
Gain on sale of fertilizer nutrients assets				2,440	
Interest income	**76**	53	96	67	95
Interest expense	**(363)**	(294)	(295)	(294)	(245)
Loss on extinguishment of debt				(90)	
Foreign exchange gain (loss)	**53**	88	(16)	44	365
Other (expense) income net	**44**	(92)	7	27	64
Goodwill impairment		(514)		(3)	
Gain on sale of investments in affiliates	**3**	85	37		
Gain on acquisition of controlling interest		36			
Income from continuing operations before income tax	**1,014**	372	1,020	3,049	8
Income tax (expense) benefit	**(904)**	6	(55)	(699)	189
Income from continuing operations	**110**	378	965	2,350	197
Income (loss) from discontinued operations, net of tax	**97**	(342)	(25)	38	138
Net income	**207**	36	940	2,388	335
Net loss (income) attributable to noncontrolling interests	**99**	28	2	(34)	26
Net income attributable to Bunge	**306**	64	942	2,354	361
Convertible preference share dividends and other obligations	**(76)**	(36)	(34)	(67)	(78)
Net income available to Bunge common shareholders	**$ 230**	$ 28	$ 908	$ 2,287	$ 283

Table of Contents

(US$, except outstanding share data)	Year Ended December 31, 2013	2012	2011	2010	2009
Per Share Data:					
Earnings per common share basic[1]					
Net income (loss) from continuing operations	**$ 0.91**	$ 2.53	$ 6.37	$ 15.93	$ 1.14
Net income (loss) from discontinued operations	**0.66**	(2.34)	(0.17)	0.27	1.10
Net income (loss) to Bunge common shareholders	**$ 1.57**	$ 0.19	$ 6.20	$ 16.20	$ 2.24
Earnings per common share diluted[2]					
Net income (loss) from continuing operations	**$ 0.90**	$ 2.51	$ 6.23	$ 14.82	$ 1.13
Net income (loss) from discontinued operations	**0.65**	(2.32)	(0.16)	0.24	1.09
Net income (loss) to Bunge common shareholders	**$ 1.55**	$ 0.19	$ 6.07	$ 15.06	$ 2.22
Cash dividends declared per common share	**$ 1.17**	$ 1.06	$ 0.98	$ 0.90	$ 0.82
Weighted-average common shares outstanding basic	**147,204,155**	146,000,541	146,583,128	141,191,136	126,448,071
Weighted-average common shares outstanding diluted[2]	**148,257,382**	147,135,486	155,209,045	156,274,814	127,669,822

(US$ in millions)	Year Ended December 31, 2013	2012	2011	2010	2009
Consolidated Cash Flow Data:					
Cash provided by (used for) operating activities	**$ 2,225**	$ (457)	$ 2,614	$ (2,435)	$ (368)
Cash provided by (used for) investing activities	**(429)**	(967)	(1,220)	2,509	(952)
Cash provided by (used for) financing activities	**(1,565)**	1,206	(1,060)	(30)	774

(US$ in millions)	December 31, 2013	2012	2011	2010	2009
Consolidated Balance Sheet Data:					
Cash and cash equivalents	**$ 742**	$ 569	$ 835	$ 578	$ 553
Inventories[3]	**5,796**	6,590	5,733	6,635	4,862

Working capital		**5,237**		5,703		6,181		5,811		5,576
Total assets[4]		**26,781**		27,280		25,221		26,001		21,286
Short-term debt, including current portion of long-term debt		**1,465**		2,317		733		2,330		197
Long-term debt		**3,179**		3,532		3,348		2,551		3,618
Mandatory convertible preference shares[2]										863
Convertible perpetual preference shares[2]		**690**		690		690		690		690
Common shares and additional paid-in-capital		**4,968**		4,910		4,830		4,794		3,626
Total equity	**$**	**10,088**	$	11,255	$	12,075	$	12,554	$	10,365

Table of Contents

(in millions of metric tons)	Year Ended December 31, 2013	2012	2011	2010	2009
Other Data:					
Volumes:					
Agribusiness	**137.4**	132.8	117.2	108.7	111.1
Sugar and bioenergy	**10.3**	8.6	8.2	8.2	6.7
Edible oil products	**7.0**	6.7	6.0	6.0	5.7
Milling products	**4.0**	4.3	4.6	4.6	4.3
Total food and ingredients	**11.0**	11.0	10.6	10.6	10.0
Fertilizer	**1.0**	1.0	1.1	3.2	5.6

(1) Earnings per common share-basic is computed by dividing net income available to common shareholders by the weighted-average number of common shares outstanding for the period.

(2) Bunge's outstanding 862,455 5.125% cumulative mandatory convertible preference shares were mandatorily converted into Bunge common shares on December 1, 2010. The annual dividend on each mandatory convertible preference share was $51.25, payable quarterly. Each mandatory convertible preference share automatically converted on December 1, 2010 at a conversion rate of 9.7596 per share for a total of 8,417,215 of Bunge common shares. Bunge has 6,900,000 4.875% cumulative convertible perpetual preference shares outstanding. Each cumulative convertible preference share has an initial liquidation preference of $100 per share plus accumulated and unpaid dividends up to a maximum of an additional $25 per share. As a result of adjustments made to the initial conversion price because cash dividends paid on Bunge Limited's common shares exceeded certain specified thresholds, each cumulative convertible preference share is convertible, at the holder's option, at any time, into approximately 1.1131 Bunge Limited common shares (7,680,390 Bunge Limited common shares), subject to certain additional anti-dilution adjustments.

(3) Included in inventories were readily marketable inventories of $4,412 million, $5,306 million, $4,075 million, $4,851 million, $3,380 million at December 31, 2013, 2012, 2011, 2010 and 2009, respectively. Readily marketable inventories are agricultural commodity inventories that are readily convertible to cash because of their commodity characteristics, widely available markets and international pricing mechanisms.

(4) Bunge revised its balance sheet presentation related to a certain trade structured finance program. Amounts for 2010 and 2009 have not been adjusted for the change in presentation and are reported on a net basis in its consolidated balance sheets, rather than on a gross basis.

Table of Contents

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

The following should be read in conjunction with "Cautionary Statement Regarding Forward Looking Statements" and our combined consolidated financial statements and notes thereto included in Item 15 of this Annual Report on Form 10-K.

Operating Results

Factors Affecting Operating Results

Bunge Limited, a Bermuda company, together with its subsidiaries, is a leading global agribusiness and food company operating in the farm-to-consumer food chain. The commodity nature of the Company's principal products, as well as regional and global supply and demand variations that occur as an inherent part of the business, make volumes an important operating measure. Accordingly, information is included in the table below that summarizes certain items in our consolidated statements of income and volumes by reportable segment. The unit of measure for all reported volumes is metric tons, a common unit of measure within our industry. A description of reported volumes for each reportable segment has also been included in the discussion of key factors affecting results of operations in each of our business segments as discussed below.

Agribusiness

In the agribusiness segment, we purchase, store, transport, process and sell agricultural commodities and commodity products. Profitability in this segment is affected by the availability and market prices of agricultural commodities and processed commodity products and the availability and costs of energy, transportation and logistics services. Profitability in our oilseed processing operations is also impacted by volumes procured, processed and sold and by capacity utilization rates. Availability of agricultural commodities is affected by many factors, including weather, farmer planting decisions, plant disease, governmental policies and agricultural sector economic conditions. Reported volumes in this segment primarily reflect (i) grains and oilseeds originated from farmers, cooperatives or other aggregators and from which "origination margins" are earned; (ii) oilseeds processed in our oilseed processing facilities and from which "crushing margins" are earned representing the margin resulting from the industrial separation of the oilseed into its protein meal and vegetable oil components, both of which components are separate commodity products themselves; and (iii) third party sales of grains, oilseeds and related commodity products merchandised through our distribution businesses and from which "distribution margins" are earned. The foregoing sub-segment volumes may overlap as they produce separate margin capture opportunities. For example, oilseeds procured in our South American grain origination activities may be processed in our oilseed processing facilities in Asia and will be reflected at both points within the segment. As such, these reported volumes do not represent solely volumes of net sales to third parties, but rather where margin is earned, appropriately reflecting their contribution to our global network's capacity utilization and profitability.

Demand for our purchased and processed agribusiness products is affected by many factors, including global and regional economic conditions, changes in per capita incomes, the financial condition of customers and customer access to credit, worldwide consumption of food products, particularly pork and poultry, population growth rates, relative prices of substitute agricultural products, outbreaks of disease associated with livestock and poultry, and demand for renewable fuels produced from agricultural commodities and commodity products.

We expect that the factors described above will continue to affect global supply and demand for our agribusiness products for the foreseeable future. We also expect that, from time to time, imbalances will likely exist between oilseed processing capacity and demand for oilseed products in certain regions, which impacts our decisions regarding whether, when and where to purchase, store, transport, process

Table of Contents

or sell these commodities, including whether to change the location of or adjust our own oilseed processing capacity.

Sugar and Bioenergy

Our sugar and bioenergy segment is an integrated business which includes the procurement and growing of sugarcane and the production of sugar, ethanol and electricity in our eight mills in Brazil, five of which were acquired in February 2010 in the Moema acquisition, global sugar trading and merchandising activities and investment interest in certain corn-based ethanol producers.

Profitability in this segment is affected by the availability and quality of sugarcane, which impact our capacity utilization rates and the amount of sugar that can be extracted from the sugarcane, and by market prices of sugarcane, sugar and ethanol. Availability and quality of sugarcane is affected by many factors, including weather, geographical factors such as soil quality and topography, and agricultural practices. Once planted, sugarcane may be harvested for several continuous years, but the usable crop decreases with each subsequent harvest. As a result, the current optimum economic cycle is generally five or six consecutive harvests, depending on location. We own and/or have partnership agreements to manage farmland on which we grow and harvest sugarcane. We also purchase sugarcane from third parties. Prices of sugarcane in Brazil are established by Consecana, the São Paulo state sugarcane and sugar and ethanol council, and are based on the sucrose content of the cane and the market prices of sugar and ethanol. Demand for our products is affected by such factors as changes in global or regional economic conditions, the financial condition of customers and customer access to credit, worldwide consumption of food products, population growth rates, changes in per capita incomes and demand for and governmental support of renewable fuels produced from agricultural commodities, including sugarcane. We expect that these factors will continue to affect supply and demand for our sugar and bioenergy products in the foreseeable future. Reported volumes in this segment reflect third-party sales of sugar and ethanol.

Food and Ingredients

In the food and ingredients business, which consists of our edible oil products and milling products segments, our operating results are affected by changes in the prices of raw materials, such as crude vegetable oils and grains, the mix of products that we sell, changes in consumer eating habits, changes in per capita incomes, consumer purchasing power levels, availability of credit to customers, governmental dietary guidelines and policies, changes in regional economic conditions and the general competitive environment in our markets. Raw material inputs to our production processes in the edible oil products segment and the milling products segment are largely sourced at market prices from our agribusiness segment. Reported volumes in these segments reflect third-party sales of our finished products and, as such, include the sales of products derived from raw materials sourced from the agribusiness segment as well as from third parties. The unit of measure for these volumes is metric tons as these businesses are linked to the commodity raw materials which are their primary inputs.

Fertilizer

In the fertilizer segment, demand for our products is affected by the profitability of the agricultural sectors we serve, the availability of credit to farmers, agricultural commodity prices, the types of crops planted, the number of acres planted, the quality of the land under cultivation and weather-related issues affecting the success of the harvests. Our profitability is impacted by international selling prices for fertilizers and fertilizer raw materials, such as phosphate, sulfur, ammonia and urea, ocean freight rates and other import costs, as well as import volumes at the port facilities we manage in Brazil. As our operations are in South America, primarily Argentina, our results in this segment are typically seasonal, with fertilizer sales normally concentrated in the third and fourth quarters of the year due to

Table of Contents

the timing of the South American agricultural cycle. Reported volumes in this segment reflect third-party sales of our finished products.

In addition to these industry related factors which impact our business areas, our results of operations in all business areas and segments are affected by the following factors:

Foreign Currency Exchange Rates

Due to the global nature of our operations, our operating results can be materially impacted by foreign currency exchange rates. Both translation of our foreign subsidiaries' financial statements and foreign currency transactions can affect our results. On a monthly basis, for subsidiaries whose functional currency is their local currency, subsidiary statements of income and cash flows must be translated into U.S. dollars for consolidation purposes based on weighted-average exchange rates in each monthly period. As a result, fluctuations of local currencies compared to the U.S. dollar during each monthly period impact our consolidated statements of income and cash flows for each reported period (quarter and year-to-date) and also affect comparisons between those reported periods. Subsidiary balance sheets are translated using exchange rates as of the balance sheet date with the resulting translation adjustments reported in our consolidated balance sheets as a component of other comprehensive income (loss). Included in accumulated other comprehensive income for the years ended December 31, 2013, 2012, and 2011 were foreign exchange net translation gains (losses) of $(1,221) million, $(805) million, and $(1,130) million, respectively, resulting from the translation of our foreign subsidiaries' assets and liabilities.

Additionally, we record transaction gains or losses on monetary assets and liabilities that are not denominated in the functional currency of the entity. These amounts are remeasured into their respective functional currencies at exchange rates as of the balance sheet date, with the resulting gains or losses included in the entity's statement of income and, therefore, in our consolidated statements of income as foreign exchange gains (losses).

We primarily use a combination of equity and intercompany loans to finance our subsidiaries. Intercompany loans that are of a long-term investment nature with no intention of repayment in the foreseeable future are considered permanently invested and as such are treated as analogous to equity for accounting purposes. As a result, any foreign exchange translation gains or losses on such permanently invested intercompany loans are reported in accumulated other comprehensive income (loss) in our consolidated balance sheets. In contrast, foreign exchange translation gains or losses on intercompany loans that are not of a permanent nature are recorded in our consolidated statements of income as foreign exchange gains (losses).

Income Taxes

As a Bermuda exempted company, we are not subject to income taxes on income in our jurisdiction of incorporation. However, our subsidiaries, which operate in multiple tax jurisdictions, are subject to income taxes at various statutory rates ranging from 0% to 39%. The jurisdictions that most significantly impact our effective tax rate are Brazil, the United States and Argentina. Determination of taxable income requires the interpretation of related and often complex tax laws and regulations in each jurisdiction where we operate and the use of estimates and assumptions regarding future events.

Results of Operations

2013 Overview

Net income attributable to Bunge for 2013 was $306 million compared to $64 million for 2012. Net income for 2013 includes significant tax charges of $512 million for income tax valuation allowances, primarily in the sugar and bioenergy segment from management's evaluation of its net deferred tax

assets, primarily net operating loss (NOL) carryforwards, $46 million as a result of new legal precedents that impacted our assessment of an uncertain income tax position in Brazil and provisions related to tax years 2008 through 2010, and $4 million related to the finalization of a European tax audit. Net income for 2013 also includes a $112 million after-tax gain on the sale of our fertilizer distribution business in Brazil to Yara International for cash of $750 million. Net income for 2012 includes a goodwill impairment charge of $327 million (after tax and noncontrolling interest share) in the sugar and bioenergy segment, an after-tax gain of $54 million on the sale of our investment in The Solae Company and an after-tax loss of $342 million associated with discontinued fertilizer operations held for sale at December 31, 2012. This 2012 loss in discontinued operations includes a $266 million valuation allowance for certain tax assets that were no longer expected to be recoverable as a result of the planned sale of the fertilizer business.

Total segment EBIT of $1,329 million in 2013 increased from $628 million in 2012. EBIT for 2012 was reduced by $496 million from the impairment of goodwill (net of $18 million attributable to noncontrolling interest), and $49 million impairments of equity investments and related affiliate loans, both in our sugar and bioenergy segment, which were partially offset by a $85 million gain in our agribusiness segment from the sale of our interest in The Solae Company and a $36 million gain from the acquisition of a controlling interest in a North American wheat milling business.

Agribusiness segment EBIT of $1,032 million for the year 2013 was $15 million below 2012 segment EBIT of $1,047 million. The first six months of 2013 showed a market suffering from effects of the 2012 droughts in the U.S. and Black Sea region. This was followed by a transition in the third quarter as the market moved from a deficit position to a surplus with very strong South American crops followed by stronger production in the northern hemisphere at the end of the year. Volumes in the segment increased 3% from 2012 to 2013, while gross profit was essentially flat. Higher volume was largely offset by increased logistics costs, primarily in Brazil which experienced a challenging environment due to the combination of its record crops and changes in the country's trucking policies. Despite these challenges, results in our Brazilian agribusiness operations were a record in 2013, as were our soybean processing results in the U.S. and China. The larger crops also benefitted our soybean processing operations in Spain and our European distribution business, particularly to the Middle East. Softseed margins also recovered in the second half of 2013 with the arrival of new crops, boosting results in our European operations. Offsetting these improved results were weaker results in grain origination in Argentina, North America and Europe and lower oilseed trading and distribution results in Asia.

Sugar and bioenergy segment EBIT was a loss of $60 million compared to a much larger loss of $637 million in 2012, which included a goodwill impairment charge of $496 million and impairment charges of $39 million related to the write-down of an equity investment in a North American corn ethanol joint venture and a loan to the joint venture. EBIT for 2013 was impacted by $28 million of impairment and restructuring charges as we incurred charges in our efforts to reduce future costs, buying out of some equipment leases and reducing personnel. Overall, our normalized results improved year-over-year with stronger trading and merchandising results and better results in our U.S. ethanol joint ventures only partially offset by a lower contribution from our industrial operations, mainly as a result of lower sugar prices, lower sucrose content in the cane (ATR) and lower sales volumes.

In our food and ingredients businesses, edible oil products EBIT increased to $163 million in 2013 from $80 million in 2012 driven by higher results in all of our operating regions with particular improvements in our Brazilian business led by higher results in margarine. In 2012, our Brazilian business struggled through challenges associated with an ERP system implementation. Our North American operations reported lower volumes, but good margins on improved product mix. Our European operations benefitted primarily from increased volumes, and our Asia operations improved on lower raw material costs and higher volumes. Milling products segment EBIT increased to $125 million from $115 million in 2012 which included a $36 million gain on the acquisition of a

Table of Contents

controlling interest in a North American wheat milling business. Excluding this gain, results of milling activities in all regions improved over last year with the largest improvement in Brazilian wheat milling, which benefitted from well-executed wheat import programs from North America, which replaced wheat volumes from Argentina. U.S. corn milling results also increased over last year as a result of higher corn milling yields.

Fertilizer segment EBIT increased to $69 million in 2013 compared to $23 million in 2012 driven by strong results in our Brazilian fertilizer port operations. This was partially offset by lower results in our operations in Argentina as corn and wheat planting areas were reduced by drought. Results in 2013 included a gain of $32 million related to the sale of Bunge's rights to certain legal claims.

Segment Results

Bunge has five reportable segments agribusiness, sugar and bioenergy, edible oil products, milling products and fertilizer which are organized based upon similar economic characteristics and are similar in nature of products and services offered, the nature of production processes, the type and class of customer and distribution methods. The agribusiness segment is characterized by both inputs and outputs being agricultural commodities and thus high volume and low margin. The sugar and bioenergy segment involves sugarcane growing and milling in Brazil, sugar and ethanol trading and merchandising in various countries, as well as sugarcane-based ethanol production and corn-based ethanol investments and related activities. The edible oil products segment involves the manufacturing and marketing of products derived from vegetable oils. The milling products segment involves the manufacturing and marketing of products derived primarily from wheat and corn. Following the completion of the sale of Bunge's Brazilian fertilizer nutrients assets in May 2010, the sale of the Brazilian fertilizer blending and distribution and North American fertilizer businesses which were presented as discontinued operations (see Note 3), and the sale of Bunge's 50% ownership interest in its joint venture in Morocco, the activities of the fertilizer segment include its port operations in Brazil and its operations in Argentina.

Table of Contents

A summary of certain items in our consolidated statements of income and volumes by reportable segment for the periods indicated is set forth below.

	Year Ended December 31,		
(US$ in millions)	**2013**	**2012**	**2011**
Volume (in thousands of metric tons):			
Agribusiness	**137,405**	132,760	117,155
Sugar and Bioenergy	**10,316**	8,587	8,238
Edible Oil Products	**6,972**	6,654	5,989
Milling Products	**4,034**	4,262	4,617
Fertilizer	**958**	986	1,141
Net sales:			
Agribusiness	**$ 45,507**	$ 44,561	$ 38,844
Sugar and Bioenergy	**4,215**	4,659	5,842
Edible Oil Products	**9,165**	9,472	8,839
Milling Products	**2,012**	1,833	2,006
Fertilizer	**448**	466	566
Total	**$ 61,347**	$ 60,991	$ 56,097
Cost of goods sold:			
Agribusiness	**$ (43,710)**	$ (42,775)	$ (37,157)
Sugar and Bioenergy	**(4,123)**	(4,595)	(5,693)
Edible Oil Products	**(8,625)**	(9,026)	(8,377)
Milling Products	**(1,750)**	(1,632)	(1,772)
Fertilizer	**(379)**	(390)	(471)
Total	**$ (58,587)**	$ (58,418)	$ (53,470)
Gross profit:			
Agribusiness	**$ 1,797**	$ 1,786	$ 1,687
Sugar and Bioenergy	**92**	64	149
Edible Oil Products	**540**	446	462
Milling Products	**262**	201	234
Fertilizer	**69**	76	95
Total	**$ 2,760**	$ 2,573	$ 2,627
Selling, general & administrative expenses:			
Agribusiness	**$ (836)**	$ (858)	$ (774)
Sugar and Bioenergy	**(166)**	(194)	(167)
Edible Oil Products	**(384)**	(353)	(325)
Milling Products	**(139)**	(123)	(132)

Fertilizer	**(34)**	(35)	(38)
Total	**$ (1,559)**	$ (1,563)	$ (1,436)

Foreign exchange gain (loss):			
Agribusiness	**$ 41**	$ 111	$ (16)
Sugar and Bioenergy	**3**	(15)	(4)
Edible Oil Products	**5**	(8)	3
Milling Products	**(1)**	1	
Fertilizer	**5**	(1)	1
Total	**$ 53**	$ 88	$ (16)

Table of Contents

(US$ in millions)	Year Ended December 31, 2013	2012	2011
Noncontrolling interests:			
Agribusiness	**$ 31**	$ (9)	$ (18)
Sugar and Bioenergy	**9**	25	(2)
Edible Oil Products	**(7)**	2	(6)
Milling Products			
Fertilizer	**(5)**	(3)	(4)
Total	**$ 28**	$ 15	$ (30)
Other income (expense):			
Agribusiness	**$ (2)**	$ (68)	$ (11)
Sugar and Bioenergy	**2**	(3)	4
Edible Oil Products	**10**	(7)	3
Milling Products	**3**		2
Fertilizer	**34**	(14)	9
Total	**$ 47**	$ (92)	$ 7
Gain on sales of agribusiness investments in affiliates	**$**	$ 85	$ 37
Gain on acquisition of milling business controlling interest	**$**	$ 36	$
Loss on impairment of sugar and bioenergy goodwill	**$**	$ (514)	$
Segment earnings before interest and tax[(1)]			
Agribusiness	**$ 1,032**	$ 1,047	$ 905
Sugar and Bioenergy	**(60)**	(637)	(20)
Edible Oil Products	**163**	80	137
Milling Products	**125**	115	104
Fertilizer	**69**	23	63
Total	**$ 1,329**	$ 628	$ 1,189

Depreciation, depletion and amortization:			
Agribusiness	**$ (240)**	$ (221)	$ (184)
Sugar and Bioenergy	**(184)**	(175)	(171)
Edible Oil Products	**(99)**	(93)	(87)
Milling Products	**(28)**	(30)	(27)
Fertilizer	**(17)**	(18)	(24)
Total	**$ (568)**	$ (537)	$ (493)
Net income attributable to Bunge	**$ 306**	$ 64	$ 942

(1) Total segment earnings before interest and tax (EBIT) is an operating performance measure used by Bunge's management to evaluate its segments' operating activities. Total segment EBIT is a non-GAAP financial measure and is not intended to replace net income attributable to Bunge, the most directly comparable U.S. GAAP financial measure. Bunge's management believes segment EBIT is a useful measure of its segments' operating profitability, since the measure allows for an evaluation of the performance of its segments without regard to its financing methods or capital structure. In addition, EBIT is a financial measure that is widely used by analysts and investors in Bunge's industries. Total segment EBIT is not a measure of consolidated operating results under U.S. GAAP and should not be considered as an alternative to net income attributable to Bunge or any other measure of consolidated operating results under U.S. GAAP.

Table of Contents

A reconciliation of total segment EBIT to net income attributable to Bunge follows:

(US$ in millions)	Year Ended December 31, 2013	2012	2011
Total segment earnings from continuing operations before interest and tax	**$ 1,329**	$ 628	$ 1,189
Interest income	**76**	53	96
Interest expense	**(363)**	(294)	(295)
Income tax (expense) benefit	**(904)**	6	(55)
Income from discontinued operations	**97**	(342)	(25)
Noncontrolling interests' share of interest and tax	**71**	13	32
Net income attributable to Bunge	**$ 306**	$ 64	$ 942

2013 Compared to 2012

Agribusiness Segment Agribusiness segment net sales increased 2% to $46 billion in 2013 compared to $45 billion in 2012. Volumes were 3% higher in 2013 which drove most of the increase in net sales compared to 2012 and resulted primarily from the record large Brazilian harvest and higher distribution volumes into Asia. Volumes were slightly lower in North America and Europe as these regions recovered from droughts in 2012. Price increases in the first half of 2013 were offset by price declines in the second half of the year resulting from large South American harvests followed by large Northern Hemisphere harvests at the end of the year.

Cost of goods sold increased 2% in 2013 compared to 2012 primarily as a result of the higher volumes in 2013. The impact of the volume increase was partially offset by the favorable impact of the devaluation of the Brazilian *real* and Argentine *peso* relative to the U.S. dollar on the valuation of U.S. dollar-denominated inventories. Cost of goods sold for 2012 includes a charge of $25 million related to certain value-added taxes in Brazil.

Gross profit was essentially flat in 2013 compared with 2012 with higher volumes largely offset by the impact of the devaluation of the Brazilian *real* and Argentine *peso* relative to the U.S. dollar on the valuation of U.S. dollar-denominated inventories.

SG&A expenses decreased to $836 million in 2013 from $858 million in 2012. The reduction resulted largely from the favorable impact of the devaluation of the Brazilian *real* and Argentine *peso* when compared to the U.S. dollar on local currency costs, G&A cost reduction efforts during 2013 and lower bad debt expenses and higher bad debt recoveries in Brazil.

Foreign exchange gains were $41 million in 2013 compared to gains of $111 million in 2012 and related primarily to the 2013 weakening of international currencies, particularly the Brazilian *real* and Argentine *peso*, relative to the U.S. dollar. Foreign exchange results in both 2013 and 2012 were partially offset by inventory mark-to-market impacts included in cost of goods sold.

Noncontrolling interests was a loss of $31 million in 2013 compared to $9 million of income in 2012, and represents the noncontrolling interests' share of results at our non-wholly owned subsidiaries. The losses in 2013 primarily reflected $27 million of losses in the investment funds acquired in 2012 as well as losses in our European and North American oilseed processing joint ventures, largely driven by the tight crop situation for most of the year.

Other income (expense) for 2013 was expense of $2 million compared to expense of $68 million in 2012. The reduction in net expense from 2012 results from a $66 million loss in 2012 from the sale of certain recoverable tax assets in Brazil at a discount and a 2012 impairment charge of $9 million related to two equity method investments in European biodiesel producers.

Table of Contents

Gain on sale of investments in affiliates of $85 million pre-tax in 2012 resulted from the sale of our investment in Solae, a North American soy ingredients joint venture, to our joint venture partner.

Agribusiness segment EBIT was essentially flat compared to last year, decreasing by $15 million to $1,032 million.

Sugar and Bioenergy Segment Sugar and Bioenergy segment net sales decreased 10% to $4,215 million compared to $4,659 million in 2012. The decreased sales were primarily driven by a significant decline in prices, particularly sugar compared with 2012. Average selling prices in 2013 were 26% lower than the previous year. The impact of these price declines was partially offset by a 32% increase in volumes in our trading and merchandising business in 2013 that was only partially offset by a reduction in sales volumes in our industrial business.

Cost of goods sold decreased 10% in 2013 compared to 2012 driven primarily by lower overall sugar prices in our trading and merchandising business and a weaker Brazilian *real*, which was partially offset by increased sales volumes in our trading and merchandising business.

Gross profit increased 44% to $92 million in 2013 from $64 million in 2012 primarily as a result of strong trading and merchandising volumes and good risk management performance, as well as increased production (cane crushing) volumes, which improved capacity utilization and reduced unitary costs.

SG&A expenses decreased to $166 million in 2013 from $194 million in 2012, which included a $29 million charge for impairment of a loan receivable from a North American corn ethanol joint venture and a gain of $16 million related to the sale of an investment in a logistics facility in Brazil. SG&A benefited from the weakening of the Brazilian *real* in 2013 compared with 2012. SG&A in 2013 included impairment and restructuring charges of $11 million related to our cost reduction efforts in our industrial business.

Foreign exchange gains were $3 million in 2013 compared to losses of $15 million in 2012, which were related to movements of the Brazilian *real*.

Noncontrolling interests were $9 million of losses in 2013 compared to $25 million of losses in 2012 and represent the noncontrolling interests' shares of period losses from our non-wholly owned Brazilian sugarcane mills.

Equity of earnings in affiliates was a loss of $2 million in 2013 compared with losses of $27 million in 2012, which included a charge of $10 million related to the write-down of an investment in a North American bioenergy joint venture.

Other income (expense) net was a gain of $2 million in 2013 compared to a loss of $3 million in 2012 primarily due to improved results in our North American bioenergy investments.

A goodwill impairment charge of $514 million, representing all of the segment's goodwill assets, was recorded in the fourth quarter of 2012 upon completion of our annual impairment analysis. This analysis applies equal weighting to comparable market multiples (the market approach) and discounted cash flow projections (the income approach) to determine a range of values for the fair value of the reporting unit. All of the goodwill in our sugar business has been assigned at the segment level. The income approach estimates fair value by discounting the segment's estimated future cash flows using a weighted-average cost of capital that reflects current market conditions and the risk profile of the business and includes, among other things, making assumptions about variables such as sugar and ethanol prices, future profitability, future capital expenditures and discount rates that might be used by a market participant. All of these assumptions are subject to a high degree of judgment. There was a significant decline in the estimated fair value of the reporting unit primarily due to lower current trading multiples of comparable companies in the industry, a lack of market transactions to provide independent insight into the market's perception of the current value of sugar milling operations and

Table of Contents

declines in global prices for both sugar and ethanol. Based on a detailed review of the results of these valuation approaches, it was determined that there were indicators of a potential impairment of the goodwill and further analysis was done to evaluate the fair value of the assets and liabilities of the segment as of the October 1, 2012 testing date. This allocation of the fair value included higher replacement values of our sugarcane mills compared to 2011, increased value allocated to sugarcane plantations and increased values of transportation and mechanization equipment related to sugarcane planting and harvesting. Upon completion of the analysis, 100% of the goodwill was determined to be impaired and a related charge was recorded within the segment. This non-cash charge does not have any impact on current or future cash flows or the performance of the underlying business.

Segment EBIT improved by $577 million to a loss of $60 million in 2013 from a loss of $637 million in 2012. Included in the 2012 period were $496 million of non-cash impairment charges for goodwill and $39 million of charges related to write-downs of an investment in and loan receivable from a North American biofuels company and a $16 million gain on the sale of a logistics asset in Brazil. Higher gross profit in 2013 and lower SG&A expenses combined with improved performance in our North American bioenergy investments and foreign exchange gains in the period contributed to the improvement.

Edible Oil Products Segment Edible oil products segment net sales decreased 3% to $9,165 million in 2013 compared to $9,472 million in 2012 as a result of lower average selling prices in 2013, due to the reduction in vegetable oil commodity prices, that were partially offset by a 5% increase in volumes, primarily in Europe and Asia.

Cost of goods sold decreased 4% in 2013 compared to 2012 primarily due to lower raw material prices as commodity prices declined in the latter half of 2013 due to increased crop production in key production regions. Lower costs were partially offset by the higher sales volumes.

Gross profit increased 21% to $540 million in 2013 from $446 million in 2012. The increase was primarily due to the 5% increase in volumes, which stemmed from a 31% increase in volumes in Brazil, which struggled with an ERP system implementation in 2012. Margins also improved in Brazil with strong pricing management in a market of declining raw material prices. Results were also higher in North America, which benefited from higher margins.

SG&A expenses increased to $384 million in 2013 from $353 million in 2012. The 9% increase is primarily due to a result of increased advertising and other selling expenditures consistent with the volume increases. These were partially offset by the favorable impact of the weakening of the Brazilian *real* relative to the U.S. dollar during 2013.

Foreign exchange gains were $5 million in 2013 compared to losses of $8 million in 2012, which were related to movements of the Brazilian *real*.

Noncontrolling interests were $7 million of income in 2013 compared to $2 million of losses in 2012 and represents the noncontrolling interests' share of period income at our non-wholly-owned subsidiaries, primarily our European operations.

Other income (expense) net was income of $10 million in 2013 compared to expense of $7 million in 2012. Other income in 2013 included a $9 million gain on the sale of certain legal claims in Brazil. Other expense for 2012 included a loss of $7 million related to the sale of long-term recoverable tax credits in Brazil.

Segment EBIT increased $83 million to $163 million in 2013 from $80 million in 2012 as a result of higher gross profit, the gain on the sale of certain legal claims in Brazil and foreign exchange gains in 2013.

Milling Products Segment Milling products segment net sales increased 10% to $2,012 million in 2013 compared to $1,833 million in 2012. The net increase in sales was primarily due to higher average

Table of Contents

selling prices, primarily in the first half of the year before the market began to move from wheat and corn deficits to surpluses in the third quarter of 2013. These price increases were partially offset by a 5% decrease in volumes, primarily in Brazilian wheat milling, where volumes declined due to an increased focus on margins.

Cost of goods sold increased 7% in 2013 compared with 2012 primarily as a result of higher commodity prices when compared to 2012 partially offset by the impact of lower volumes.

Gross profit increased 30% to $262 million in 2013 from $201 million in 2012 primarily due to our Brazilian wheat milling operations focused on margin management and largely recovering from difficulties associated with a system implementation in 2012. We also benefitted from a full year of results from the consolidation of our 2012 acquisition of a controlling interest in a wheat milling business in Mexico, where volumes and margins improved.

SG&A expenses increased to $139 million in 2013 from $123 million in 2012. The 13% increase is primarily due to additional costs from inclusion of our wheat milling business in Mexico partially offset by the favorable impact of the weakening Brazilian *real* relative to the U.S. dollar. SG&A in 2013 included a $7 million charge related to recoverable taxes in Brazil.

Other income (expense) net was income of $3 million in 2013 compared to nil in 2012. Included in 2013 is a $6 million gain on the sale of certain legal claims in Brazil.

Gain on acquisition of controlling interest of $36 million in 2012 relates to the adjustment to fair value of the previously held noncontrolling interest in a North American wheat milling operation upon assuming control of that operation in the second quarter of 2012.

Segment EBIT increased $10 million to $125 million in 2013 from $115 million in 2012. The result for 2013 was driven by higher gross profit. Included in 2012 was a gain on acquisition of controlling interest of $36 million.

Fertilizer Segment Fertilizer segment net sales decreased 4% to $448 million in 2013 compared to $466 million in 2012. Net sales decreased primarily due to lower average selling prices which declined 1% and a 3% decrease in sales volumes from reduced corn and wheat planting in Argentina as a result of a drought.

Cost of goods sold decreased 3% in 2013 compared to 2012 primarily as a result of sales volume decreases.

Gross profit decreased 9% to $69 million in 2013 from $76 million in 2012. The decrease in gross profit was primarily driven by lower 2013 margins in Argentina.

SG&A decreased to $34 million in 2013 compared with $35 million in the same period of 2012 and resulted largely from the favorable impact of the devaluation of the Argentine *peso* on local currency costs.

Foreign exchange gains were $5 million in 2013 compared to losses of $1 million in 2012.

Noncontrolling interests were $5 million of income in 2013 compared to $3 million of income in 2012 and represent the noncontrolling interests' share of period income at our non-wholly-owned subsidiaries, primarily in our fertilizer port terminal operations in Brazil.

Other income (expense) net was income of $34 million in 2013 compared to a loss of $14 million in 2012. The improved results stemmed from a $32 million gain on the sale of certain legal claims in Brazil and reduced losses in our Moroccan phosphate joint venture, which was sold in December 2013

Segment EBIT increased $46 million to $69 million in 2013 from $23 million in 2012 driven by the $32 million gain on the sale of certain legal claims in Brazil and lower losses in our Moroccan joint venture.

Table of Contents

Interest A summary of consolidated interest income and expense for the periods indicated follows:

	Year Ended December 31,	
(US$ in millions)	**2013**	**2012**
Interest income	**$ 76**	$ 53
Interest expense	**(363)**	(294)

Interest income increased when compared to 2012 as a result of higher average interest bearing cash balances. Interest expense increased when compared to the same period last year primarily due to higher average local borrowings and borrowing rates. Interest expense includes facility commitment fees, amortization of deferred financing costs and charges on certain lending transactions, including certain intercompany loans and foreign currency conversions in Brazil.

Income Tax Expense In 2013, income tax expense from continuing operations was $904 million compared to an income tax benefit of $6 million in 2012. The effective tax rate in 2013 increased to 89% compared to a benefit of 2% in 2012 primarily due to the full valuation allowances of $464 million related to our Brazil sugar operations and to other valuation allowances and discrete income tax charges of $98 million. The effective tax rate for 2012 was a benefit of 2% which included a tax benefit of $175 million related to the goodwill impairment charge in our sugar and bioenergy segment. Goodwill amortization is tax deductible in Brazil. This benefit reduced the effective tax rate for 2012 by 20%.

Discontinued Operations Discontinued operations results in 2013 were income of $97 million, net of tax, compared to a loss of $342 million, net of tax, in 2012. Results in 2013 were driven by the gain on the sale of the fertilizer blending and distribution business of $112 million, net of tax. The net after-tax loss of $342 million in 2012 is primarily the result of nonrecurring charges associated with the then pending sale of the Brazilian fertilizer blending and distribution operations, including an after-tax charge of $32 million related to an evaluation of the impact of the pending sale on recovery of long-term receivables from farmers in Brazil and a charge of $266 million related to an income tax valuation allowance as the pending sale of the business reduced our ability to utilize this tax asset. Results of operations for the discontinued businesses were a loss of $44 million in 2012 and resulted from weakness in the Brazilian fertilizer market and an after-tax charge of $18 million related to a provision for a legacy environmental claim from 1998 in Brazil.

Net Income Attributable to Bunge In 2013, net income attributable to Bunge increased to $306 million from $64 million in 2012. Net income attributable to Bunge for 2013 includes significant tax charges of $512 million for income tax valuation allowances, primarily in the sugar and bioenergy segment from management's evaluation of its net operating loss (NOL) carryfowards, $46 million as a result of new legal precedents that impacted our assessment of an uncertain income tax position in Brazil and provisions related to tax years 2008 through 2010, and $4 million related to the finalization of a European tax audit. Net income attributable to Bunge for 2013 also includes a $112 million after-tax gain on the sale of our fertilizer blending and distribution business in Brazil to Yara International for cash of $750 million. Net income attributable to Bunge for 2012 includes a goodwill impairment charge of $327 million (after-tax and noncontrolling interest share) in the sugar and bioenergy segment, an after-tax gain of $54 million on the sale of our investment in The Solae Company and an after-tax loss of $342 million associated with discontinued fertilizer operations held for sale at December 31, 2012. This 2012 loss in discontinued operations includes a $266 million valuation allowance for certain tax assets that were no longer expected to be recoverable as a result of the planned sale of the fertilizer blending and distribution business.

Table of Contents

2012 Compared to 2011

Agribusiness Segment Agribusiness segment net sales increased $5.7 billion compared to 2011. Volume increases, primarily in Europe and the Middle East, represented approximately $5.3 billion of the increase with the remaining $0.4 billion of the increase from higher average commodity selling prices, largely related to product mix. Higher volumes in Europe in 2012 related primarily to very weak volumes in the first half of 2011 particularly the first half of the year as a result of a severe drought in Eastern Europe in the last half of 2010 that significantly reduced grain availability in the region through early 2011. Strong merchandising demand, particularly in EMEA, also increased our volumes, as did our recent expansions, including additional origination capacity to support our export terminal in the U.S. Pacific Northwest and our Ukraine port facility as well as additional oilseed processing capacity in Asia.

Cost of goods sold increased $5.6 billion over 2011 primarily due to the higher volumes mentioned above and, to a lesser extent, slightly higher commodity prices. Cost of goods sold was also favorably impacted by the effect of the weaker average Brazilian *real* on functional currency costs when translated to U.S. dollars. Cost of goods sold for 2012 also includes a charge of $25 million related to certain value-added taxes in Brazil.

Gross profit increased to $1.8 billion from $1.7 billion in 2011 driven by improved oilseed processing margins in South America as a result of strong export demand due to the drought-reduced 2012 U.S. grain harvests and in grain merchandising in EMEA which also benefited from strong regional demand and strong oilseed processing margins in North America. These margin increases were partially offset by the $25 million provision related to value-added taxes in cost of goods sold.

SG&A expenses increased 11% to $858 million in 2012 from $774 million in 2011 and driven by $44 million of credit related expenses, primarily in Brazil and Europe, expansions in the U.S. and Asia and higher employee related costs, primarily in South America.

Foreign exchange gains were $111 million in 2012 compared to losses of $16 million in 2011, related primarily to the volatility of most global currencies relative to the U.S. dollar during both periods. Foreign exchange results in both 2012 and 2011 were partially offset by inventory mark-to-market impacts included in cost of goods sold.

Gain on sale of investments in affiliates of $85 million was the result of the sale of our investment in Solae, a North American soy ingredients joint venture, to our joint venture partner. Gain on sale of investments in affiliates of $37 million in 2011 resulted from the sale of our interest in a European oilseed processing joint venture.

Noncontrolling interests were $9 million in 2012 and $18 million in 2011 and represents the noncontrolling interests' share of income at our non-wholly-owned subsidiaries, primarily our oilseed processing operations in China.

Other income (expense) for 2012 was expense of $68 million compared to expense of $11 million in 2011. Included in this line item were a charge of $66 million in 2012 resulting from the sale of certain recoverable tax assets in Brazil at a discount and an impairment charge of $9 million related to two equity method investments in European biodiesel producers.

Agribusiness segment EBIT increased 16% as a result of the combination of factors discussed above.

Sugar and Bioenergy Segment Sugar and bioenergy segment net sales decreased $1.2 billion from 2011. Lower selling prices for sugar and ethanol in both our trading and merchandising and industrial operations resulted in a reduction in net sales of $1.4 billion. Increased volumes related primarily to higher sales volumes of sugar and ethanol in our industrial business in 2012, which increased net sales by $0.2 billion when compared with 2011.

Table of Contents

Cost of goods sold decreased $1.1 billion primarily due to the impact of lower global sugar prices on our trading and merchandising business and on purchases of sugarcane in our industrial business. These price-related decreases in cost of goods sold were partially offset by the impact of slightly higher industrial volumes in 2012.

Gross profit decreased to $64 million in 2012 from $149 million in 2011 primarily due to the impact of lower sugar and ethanol selling prices on our industrial business. These decreases were partially offset by improved merchandising margins resulting from strong demand, particularly in the Middle East. Slightly higher volumes in our industrial operations also increased gross profit, but the benefit of the higher industrial volumes on fixed cost absorption could not be fully realized as a result of lower sugar content in the sugarcane that we processed.

SG&A expenses increased to $194 million in 2012 from $167 million in 2011, primarily due to a charge of $29 million due to write-down of a loan to our North American corn ethanol joint venture. SG&A expenses in 2011 included approximately $11 million of acquisition related expenses and $3 million of restructuring charges.

Foreign exchange losses were $15 million in 2012 compared to losses of $4 million in 2011 driven by the impact of continued volatility of the Brazilian *real* relative to the U.S. dollar.

A goodwill impairment charge of $514 million, representing all of the segment's goodwill assets, was recorded in the fourth quarter of 2012 upon completion of our annual impairment analysis. This analysis applies equal weighting to comparable market multiples (the market approach) and discounted cash flow projections (the income approach) to determine a range of values for the fair value of the reporting unit. All of the goodwill in our sugar business has been assigned at the segment level. The income approach estimates fair value by discounting the segment's estimated future cash flows using a weighted-average cost of capital that reflects current market conditions and the risk profile of the business and includes, among other things, making assumptions about variables such as sugar and ethanol prices, future profitability, future capital expenditures and discount rates that might be used by a market participant. All of these assumptions are subject to a high degree of judgment. Compared to 2011 there was a significant decline in the estimated fair value of the reporting unit primarily due to lower current trading multiples of comparable companies in the industry, a lack of market transactions to provide independent insight into the market's perception of the current value of sugar milling operations and declines in global prices for both sugar and ethanol. Based on a detailed review of the results of these valuation approaches, it was determined that there were indicators of a potential impairment of the goodwill and further analysis was done to evaluate the fair value of the assets and liabilities of the segment as of the October 1, 2012 testing date. This allocation of the fair value included higher replacement values of our sugarcane mills compared to 2011, increased value allocated to sugarcane plantations and increased values of transportation and mechanization equipment related to sugarcane planting and harvesting. Upon completion of the analysis, 100% of the goodwill was determined to be impaired and a related charge was recorded within the segment. This non-cash charge does not have any impact on current or future cash flows or the performance of the underlying business.

Noncontrolling interests were $25 million in 2012 and $(2) million in 2011 and represents the noncontrolling interests' share of period (income) loss at our non-wholly-owned Brazilian sugarcane mills. In 2012, $18 million of the noncontrolling interests' share of period loss was attributable to the noncontrolling interests' share of the goodwill impairment.

Other income (expense) for 2012 was a net expense of $3 million compared to income of $4 million in 2011. Impairment charges of $10 million were recorded in 2012 associated with the write-down of an investment in a North American corn ethanol joint venture.

Table of Contents

Segment EBIT decreased by $617 million to a loss of $637 million in 2012 from a loss of $20 million in 2011 primarily as a result of the 2012 non-cash impairment charges for goodwill and an equity method investment and related loan as well as the unfavorable impact of lower sugar and ethanol prices and of higher unit costs due to lower sugarcane yields and ATR, on gross profit.

Edible Oil Products Segment Net sales increased $633 million from 2011 as the impact of higher sales volumes (which increased 11%) of approximately $949 million was partially offset by the impact of lower average selling prices (which decreased 4%) of approximately $316 million. Volumes increased primarily in Asia resulting from the expansion of our operations in China and our Amrit acquisition in India; volumes also increased in Europe.

Cost of goods sold increased 8% as a result of the increased volumes in 2012, partially offset by a 3% decline in average raw material costs. Cost of goods sold in 2012 includes charges of $16 million related to certain value-added taxes in Brazil, impairment charges of $5 million related to the write-down of a European refining facility and certain inventory adjustments in the U.S.

Gross profit of $446 million in 2012 declined 3% when compared to gross profit of $462 million in 2011 due primarily to the impact of the value-added tax charge in Brazil and the write-down of the European refining facility.

SG&A increased $28 million to $353 million in 2012 compared to $325 million in 2011 primarily due to increased expenses and costs associated with the implementation of SAP in Brazil as well as the impact of acquisitions in India and North America. These increases were partially offset by the favorable impact of the weaker average Brazilian *real* on the translation of functional currency costs into U.S. dollars. SG&A for 2011 included a provision of $12 million for expiring tax credits in Brazil.

Foreign exchange results for 2012 were losses of $8 million compared to gains of $3 million for 2011 driven by the impact of continued volatility of global currencies relative to the U.S. dollar.

Noncontrolling interests were $2 million in 2012 and $(6) million in 2011 and represents the noncontrolling interests' share of period income at our non-wholly-owned subsidiaries, primarily in our European operations.

Other income (expense) was $7 million of net expense in 2012 compared to $3 million of net income in 2011. Other income (expense) for 2011 included a $6 million gain related to the sale of an idled facility in Canada.

Segment EBIT decreased by $57 million to $80 million in 2012 from $137 million in 2011. This decrease primarily resulted from lower gross profit driven by $20 million of charges related to certain value-added taxes in Brazil, $5 million of impairment charges in Europe and higher SG&A costs.

Milling Products Segment Milling products segment net sales decreased 9% from 2011 primarily due to an 8% decline in volumes, which accounts for approximately 88% of the decrease in net sales. Volumes in our Brazilian wheat milling business were well below last year, primarily as a result of lost sales opportunities due to the impact of an SAP implementation on operations in the first half of the year. Volumes were also significantly below last year in our U.S. corn milling business, resulting from a decline in demand for food-aid products in North America. These decreases were partially offset by the consolidation upon acquisition of a controlling interest in a North American wheat milling operation in the second quarter of 2012. The remaining 12% decrease in net sales resulted from lower average selling prices.

Cost of goods sold decreased 8% from 2011 primarily due to lower corn and wheat milling sales volumes, lower average prices for corn and wheat and the favorable impact of the devaluation of the Brazilian *real* on local currency costs when translated into U.S. dollars. These decreases were partially offset by a charge of $6 million of charges related to certain value-added taxes in Brazil.

Table of Contents

Gross profit decreased 14% from 2011 primarily as a result of a lower value product mix, particularly in corn milling, lower overall volumes in both wheat and corn milling and the $7 million of charges related to certain value-added taxes in Brazil.

SG&A expenses decreased 7% primarily due to the impact of the weaker average Brazilian *real* on the translation of functional currency costs into U.S. dollars which was partially offset by higher selling costs in Brazil. In addition, costs increased as a result of the consolidation of a North American wheat milling business following our acquisition of a controlling interest in the second quarter of 2012.

Other income (expense) was zero in 2012 compared to income of $2 million in 2011 which included a $6 million gain on the sale of a wheat milling facility in Brazil.

Gain on acquisition of controlling interest was $36 million related to the fair value adjustment of our minority investment in a North American wheat milling business upon acquisition of a controlling interest in the second quarter of 2012.

Segment EBIT increased to $115 million in 2012 from $104 million in 2011 as lower gross profit and higher SG&A costs were more than offset by the gain on acquisition of controlling interest in a North American wheat milling business as described above.

Fertilizer Segment Fertilizer segment net sales decreased 18% in 2012 when compared to 2011 as a result of a decline in fertilizer sales volumes, primarily in Argentina, a decline in international fertilizer prices and a decline in port services provided by us, primarily in Brazil. Volumes declined 14%, mainly as a result of weaker demand for nitrogen fertilizers which impacted our Argentine operations. These volume declines accounted for approximately 73% of the decrease in net sales, with lower selling prices accounting for approximately 27% of the decline. Net sales were also reduced by the impact of the devaluation of the Brazilian *real* on local currency revenues when translated into U.S. dollars.

Cost of goods sold decreased 17% primarily as a result of lower volumes, lower raw material costs in Argentina, and the impact of the *real* devaluation. These decreases were partially offset by higher industrial costs in Argentina.

Gross profit of $76 million in 2012 declined from $95 million in 2011 primarily as a result of lower sales volumes. Our port operations in Brazil also reported lower margins resulting from lower throughput of import volumes as a result of a strike by federal customs workers during the year.

SG&A declined to $35 million in 2012 from $38 million in 2011 primarily as a result of cost reduction efforts related to the Brazilian port operations and the favorable impact of the devaluation of the Brazilian *real* on local currency costs when translated to U.S. dollars.

Foreign exchange results were a loss of $1 million in 2012 compared to a gain of $1 million in 2011.

Noncontrolling interests were $3 million in 2012 and $4 million in 2011 and represents the noncontrolling interests' share of period income at our non-wholly-owned subsidiaries in our Brazilian port operations.

Other income (expense) was expense of $14 million in 2012 compared to income of $9 million in 2011 primarily as a result of lower results in our Moroccan joint venture.

Segment EBIT decreased 63% in 2012 to $23 million primarily as a result of lower fertilizer volumes, weaker results in our Moroccan joint venture and our Brazilian port operations.

Table of Contents

Interest A summary of consolidated interest income and expense for the periods indicated follows:

	Year Ended December 31,	
(US$ in millions)	**2012**	**2011**
Interest income	$ 53	$ 96
Interest expense	(294)	(295)

Interest income decreased 45% primarily due to lower income from interest bearing receivables and lower average interest bearing cash balances. Interest expense was substantially unchanged from 2011. Interest expense includes facility commitment fees, amortization of deferred financing costs and charges on certain lending transactions, including certain intercompany loans and foreign currency conversions in Brazil.

Income Tax Expense In 2012, we recorded an income tax benefit of $6 million compared to expense of $55 million in 2011. The effective tax rate for 2012 was a benefit of 2% which included a tax benefit of $175 million related to the goodwill impairment charge in our sugar and bioenergy segment. Goodwill amortization is tax deductible in Brazil. This benefit reduced the effective tax rate for 2012 by 20%. The effective tax rate for 2011 was 5%. The lower effective tax rate for 2012 resulted primarily from the impact of the tax benefit on the goodwill impairment charge which more than offset higher taxable income in higher tax jurisdictions in 2012.

Discontinued Operations In December 2012, Bunge entered into a definitive agreement with Yara International ASA (Yara) under which Yara will acquire Bunge's Brazilian fertilizer business including blending facilities, brands and warehouses. As a result of this transaction, Bunge will exit its Brazilian fertilizer business and has reported the results from these operations as discontinued operations. Additionally, in December 2012 Bunge announced the sale of its interest in its fertilizer distribution venture to its partner GROWMARK, Inc. and would cease its North American fertilizer distribution operations in 2013, and has classified the results of those operations as discontinued operations. The net after-tax loss of $342 million in 2012 is primarily the result of nonrecurring charges associated with the pending sale of the Brazilian fertilizer operations, including an after-tax charge of $32 million related to an evaluation of the impact of the pending sale on recovery of long-term receivables from farmers in Brazil and a charge of $266 million related to an income tax valuation allowance as the pending sale of the business has reduced our ability to utilize this tax asset. Results of operations for the discontinued businesses were a loss of $44 million in 2012 and resulted from weakness in the Brazilian fertilizer market and an after-tax charge of $18 million related to a provision for a legacy environmental claim from 1998 in Brazil. Results from discontinued operations for 2011 were a loss of $25 million.

Net Income Attributable to Bunge 2012 net income attributable to Bunge declined by $878 million to $64 million from $942 million in 2011. This decrease was primarily the result of an after-tax charge of $327 million related to the impairment of sugar and bioenergy segment goodwill, a loss of $342 million for results of discontinued operations, net of tax as noted above and after-tax impairment charges of $34 million related to the write-down of equity method investments and related loans.

Liquidity and Capital Resources

Liquidity

Our main financial objectives are to prudently manage financial risks, ensure consistent access to liquidity and minimize cost of capital in order to efficiently finance our business and maintain balance sheet strength. We generally finance our ongoing operations with cash flows generated from operations, issuance of commercial paper, borrowings under various bilateral and revolving credit facilities, term

loans and proceeds from the issuance of senior notes. Acquisitions and long-lived assets are generally financed with a combination of equity and long-term debt.

Our current ratio, which is a widely used measure of liquidity and is defined as current assets divided by current liabilities, was 1.42 and 1.50 at December 31, 2013 and 2012, respectively.

Cash and Cash Equivalents Cash and cash equivalents were $742 million at December 31, 2013 and $569 million at December 31, 2012. Cash balances are managed in accordance with our investment policy, the objectives of which are to preserve the principal value of our cash assets, maintain a high degree of liquidity and deliver competitive returns subject to prevailing market conditions. Under our policy, cash balances have been primarily invested in short term deposits with highly-rated financial institutions and U.S. government securities. Investment criteria for selecting counterparties are the short-term credit rating and credit default swap spread of the counterparty and the long-term sovereign rating of the country where the counterparty is domiciled.

Readily Marketable Inventories Readily marketable inventories are agricultural commodity inventories, such as soybeans, soybean meal, soybean oil, corn, wheat, and sugar that are readily convertible to cash because of their commodity characteristics, widely available markets and international pricing mechanisms. Readily marketable inventories in our agribusiness segment are reported at fair value and were $4,163 million at December 31, 2013 and $4,892 million at December 31, 2012. Of these amounts $2,927 million and $3,442 million were attributable to merchandising activities at December 31, 2013 and December 31, 2012, respectively. The sugar and bioenergy segment included readily marketable sugar inventories of $182 million and $199 million at December 31, 2013 and December 31, 2012, respectively. Of these, $109 million and $144 million were inventories carried at fair value at December 31, 2013 and December 31, 2012, respectively, in our trading and merchandising business. Sugar inventories in our industrial production business are readily marketable, but are carried at lower of cost or market. Readily marketable inventories at fair value in the aggregate amount of $67 million and $215 million at December 31, 2013 and December 31, 2012, respectively, were included in our edible oil products segment inventories.

We recorded interest expense on debt financing readily marketable inventories of $77 million and $133 million in the years ended December 31, 2013 and 2012, respectively.

Financing Arrangements and Outstanding Indebtedness We conduct most of our financing activities through a centralized financing structure that provides the company efficient access to debt and capital markets. This structure includes a master trust, the primary assets of which consist of intercompany loans made to Bunge Limited and its subsidiaries. Certain of Bunge Limited's 100% owned finance subsidiaries, Bunge Limited Finance Corp., Bunge Finance Europe B.V. and Bunge Asset Funding Corp., fund the master trust with short and long-term debt obtained from third parties, including through our commercial paper program and certain credit facilities, as well as the issuance of senior notes. Borrowings by these finance subsidiaries carry full, unconditional guarantees by Bunge Limited.

Revolving Credit Facilities At December 31, 2013, we had approximately $4,800 million of aggregate committed borrowing capacity under our commercial paper program and revolving credit

Table of Contents

facilities, of which $4,300 million was unused and available. The following table summarizes these facilities as of the periods presented:

Commercial Paper Program and Revolving Credit Facilities	Maturities	Total Committed Capacity December 31, 2013	Borrowings Outstanding December 31, 2013	Borrowings Outstanding December 31, 2012
			(US$ in millions)	
Commercial Paper	2016	$ **600**	$ **100**	$
Long-Term Revolving Credit Facilities[1]	2014 - 2018	**4,200**	**400**	
Total		$ **4,800**	$ **500**	$

(1) Borrowings under the revolving credit facilities that have maturities greater than one year from the date of the consolidated balance sheets are classified as long-term debt, consistent with the long-term maturity of the underlying facilities. However, individual borrowings under the revolving credit facilities are generally short-term in nature, bear interest at variable rates and can be repaid or renewed as each such individual borrowing matures.

In November 2013 we entered into five unsecured $100 million bilateral three-year revolving credit agreements with certain lenders. Borrowings under the credit agreements bear interest at LIBOR plus a margin ranging from 0.90% to 1.55%, based on the credit ratings of our long-term senior unsecured debt. Amounts under the credit agreements that remain undrawn are subject to a commitment fee at a rate of 0.25%. There was $200 million outstanding under these credit agreements at December 31, 2013.

On June 24, 2013, we entered into an unsecured $200 million three-year revolving credit agreement with a certain lender. Borrowings under the credit agreement bear interest at LIBOR plus a margin ranging from 0.90% to 1.55%, based on the credit ratings of our long-term senior unsecured debt. Amounts under the credit agreement that remain undrawn are subject to a commitment fee at a rate of 0.25%. There was $200 million outstanding under this credit agreement at December 31, 2013.

On May 30, 2013, we entered into an unsecured $665 million five-year syndicated revolving credit agreement with CoBank, ACB, as administrative agent and certain lenders party thereto. Under the terms of the agreement, the lenders initially made available up to $368 million of loans, which has been increased to $665 million in December 2013 concurrent with the scheduled repayment in full of our obligations under an existing term loan facility under which $300 million of principal amount was outstanding. Borrowings under the revolving credit agreement will bear interest at LIBOR plus a margin, which will vary between 1.050% and 1.675% per annum, based on the credit ratings of our long-term senior unsecured debt. Amounts under the revolving credit agreement that remain undrawn are subject to a commitment fee at rates ranging from 0.125% to 0.275% per annum based also on the ratings of our long-term senior unsecured debt. There were no borrowings outstanding under this credit agreement at December 31, 2013.

Our commercial paper program is supported by committed back-up bank credit lines (the Liquidity Facility) equal to the amount of the commercial paper program provided by lending institutions that are required to be rated at least A-1 by Standard & Poor's and P-1 by Moody's Investor Services. The cost of borrowing under the Liquidity Facility would typically be higher than the cost of borrowing under our commercial paper program. In January 2013, we increased the commitments under the Liquidity Facility by $74 million to $600 million and therefore simultaneously increased the size of our commercial paper program to $600 million. At December 31, 2013, there was $100 million outstanding under the commercial paper program and no borrowings under the Liquidity Facility. Our commercial paper program is our only revolving credit facility that requires lenders to maintain minimum credit ratings.

Table of Contents

We had no borrowings outstanding at December 31, 2013 under our syndicated $1,085 million revolving credit facility that matures on November 17, 2016. Borrowings under this credit facility bear interest at LIBOR plus an applicable margin ranging from 1.125% to 1.75%, based on the credit ratings of our long-term senior unsecured debt. Amounts under the credit facility that remain undrawn are subject to commitment fees payable each quarter based on the average undrawn portion of the credit facility at rates ranging from 0.125% to 0.275% per annum, based generally on the credit ratings of our long-term senior unsecured debt.

We had no borrowings outstanding at December 31, 2013 under our $1,750 million revolving credit facility that matures on April 19, 2014. Borrowings under this credit facility bear interest at LIBOR plus an applicable margin ranging from 1.30% to 2.75%, per annum, based on the credit ratings of our long-term senior unsecured debt. Amounts under the credit facility that remain undrawn are subject to a commitment fee payable quarterly on the average undrawn portion of the credit facility at 35% of the applicable margin. We are in the process of renewing this credit facility, which is expected to close in March, 2014.

In addition to the committed facilities discussed above, from time-to-time, we enter into bilateral short-term credit lines as necessary based on our financing requirements. At December 31, 2013 and 2012, $120 million and $1,000 million, respectively, were outstanding under these bilateral short-term credit lines.

Short and long-term debt Our short and long-term debt decreased by $1,205 million at December 31, 2013 from December 31, 2012, primarily due to lower working capital financing requirements, driven by lower commodity prices and the sale of our Brazilian fertilizer blending and distribution business. For the year ended December 31, 2013, our average short and long-term debt outstanding was approximately $6,465 million compared to $6,338 million for the year ended December 31, 2012. Our long-term debt outstanding balance was $3,941 million at December 31, 2013 compared to $4,251 million at December 31, 2012. The following table summarizes our short-term debt activity at December 31, 2013.

(US$ in millions)	Outstanding Balance at December 31, 2013	Weighted Average Interest Rate at December 31, 2013	Highest Balance Outstanding During 2013(1)	Average Balance During 2013(1)	Weighted Average Interest Rate During 2013
Bank Borrowings	$ 603	8.09%	$ 2,253	$ 2,013	5.32%
Commercial Paper	100	0.37%	276	152	0.38%
Total	$ 703	6.99%	$ 2,529	$ 2,165	4.97%

(1) Based on quarter end balances.

Table of Contents

The following table summarizes our short and long-term indebtedness:

(US$ in millions)	December 31, 2013	December 31, 2012
Short-term debt:		
Short-term debt[1][2]	**$ 703**	$ 1,598
Current portion of long-term debt	**762**	719
Total short-term debt	**1,465**	2,317
Long-term debt[3]:		
Bilateral revolving credit facilities expiry 2016[4]	**400**	
Term loan due 2013 fixed interest rate of 3.32% (Tranche A)		300
Term loan due 2013 variable interest rate of LIBOR plus 1.38% (Tranche B)		100
5.875% Senior Notes due 2013		300
5.35% Senior Notes due 2014	**500**	500
5.10% Senior Notes due 2015	**382**	382
4.10% Senior Notes due 2016	**500**	500
5.90% Senior Notes due 2017	**250**	250
3.20% Senior Notes due 2017	**600**	600
8.50% Senior Notes due 2019	**600**	600
BNDES loans, variable interest rate indexed to TJLP plus 3.20% payable through 2016[5][6]	**27**	42
Other	**348**	323
Subtotal	**3,607**	3,897
Less: Current portion of long-term debt	**(762)**	(719)
Total long-term debt excluding investment fund debt	**2,845**	3,178
Consolidated investment fund debt due 2014[7]	**334**	354
Total debt	**$ 4,644**	$ 5,849

(1) Includes $285 million of local currency borrowings in certain Eastern European, South American and Asian countries at a weighted-average interest rate of 14.91% as of December 31, 2013 and $378 million at a weighted-average interest rate of 18.78% as of December 31, 2012.

(2) Includes secured debt of $2 million at December 31, 2013.

(3) Includes secured debt of $198 million and $130 million at December 31, 2013 and December 31, 2012, respectively.

(4) In June and November of 2013, we entered into unsecured bilateral three-year revolving credit agreements totaling $700 million with certain lenders, maturing in 2016.

(5) Industrial development loans provided by BNDES, an agency of the Brazilian government.

(6) TJLP is a long-term interest rate published by the BNDES on a quarterly basis; TJLP was 5.00% per annum at December 31, 2013 and 2012, respectively.

(7) Consolidated investment fund debt matures at various dates through 2019 with no recourse to Bunge. Bunge elected to account for $257 million and $259 million at fair value as of December 31, 2013 and 2012, respectively, and the remaining is accounted for at amortized cost.

Table of Contents

Credit Ratings Bunge's debt ratings and outlook by major credit rating agencies at December 31, 2013 were as follows:

	Short-term Debt	Long-term Debt	Outlook
Standard & Poor's	A-1	BBB-	Stable
Moody's	P-1	Baa2	Negative
Fitch	Not Rated	BBB	Stable

Our debt agreements do not have any credit rating downgrade triggers that would accelerate maturity of our debt. However, credit rating downgrades would increase our borrowing costs under our credit facilities and, depending on their severity, could impede our ability to obtain credit facilities or access the capital markets in the future on competitive terms subject to prevailing market conditions. A significant increase in our borrowing costs could impair our ability to compete effectively in our business relative to competitors with higher credit ratings.

Our credit facilities and certain senior notes require us to comply with specified financial covenants, including minimum net worth, minimum current ratio, a maximum debt to capitalization ratio and limitations on secured indebtedness. We were in compliance with these covenants as of December 31, 2013.

Interest Rate Swap Agreements We may use interest rate swaps as hedging instruments and record the swaps at fair value in the consolidated balance sheets with changes in fair value recorded contemporaneously in earnings. Additionally, the carrying amount of the associated debt is adjusted through earnings for changes in the fair value due to changes in benchmark interest rates. Ineffectiveness, as defined in ASC Topic 815 *Derivatives and Hedging*, is recognized to the extent that these two adjustments do not offset.

Equity Total equity was $10,088 million at December 31, 2013, as set forth in the following table:

	December 31,	
(US$ in millions)	**2013**	**2012**
Convertible perpetual preference shares	**$ 690**	$ 690
Common shares	**1**	1
Additional paid-in capital	**4,967**	4,909
Retained earnings	**6,891**	6,792
Accumulated other comprehensive income	**(2,572)**	(1,410)
Treasury shares, at cost (2013 and 2012 1,933,286)	**(120)**	(120)
Total Bunge shareholders' equity	**9,857**	10,862
Noncontrolling interests	**231**	393
Total equity	**$ 10,088**	$ 11,255

Total Bunge shareholders' equity decreased to $10,088 million at December 31, 2013 from $11,255 million at December 31, 2012. The change in equity was due primarily to cumulative translation losses of $(1,221) million and declared dividends to common and preferred shareholders of $173 million and $34 million, respectively, partially offset by net income attributable to Bunge for the year ended December 31, 2013 of $306 million.

Noncontrolling interest decreased to $231 million at December 31, 2013 from $393 million at December 31, 2012 due to net losses, including significant losses in certain of our sugar and bioenergy joint ventures, and losses in the investment funds which are consolidated in our financial statements.

Table of Contents

At December 31, 2013, we had 6,900,000 4.875% cumulative convertible perpetual preference shares outstanding with an aggregate liquidation preference of $690 million. Each convertible perpetual preference share has an initial liquidation preference of $100, which will be adjusted for any accumulated and unpaid dividends. The convertible perpetual preference shares carry an annual dividend of $4.875 per share payable quarterly. As a result of adjustments made to the initial conversion price because cash dividends paid on Bunge Limited's common shares exceeded certain specified thresholds, each convertible perpetual preference share is convertible, at the holder's option, at any time into 1.1131 Bunge Limited common shares, based on the conversion price of $89.8378 per share, subject to certain additional anti-dilution adjustments (which represents 7,680,390 Bunge Limited common shares at December 31, 2013). At any time on or after December 1, 2012, if the closing price of our common shares equals or exceeds 130% of the conversion price for 20 trading days during any consecutive 30 trading days (including the last trading day of such period), we may elect to cause the convertible perpetual preference shares to be automatically converted into Bunge Limited common shares at the then-prevailing conversion price. The convertible perpetual preference shares are not redeemable by us at any time.

Cash Flows

Our cash flow from operations varies depending on, among other items, the market prices and timing of the purchase and sale of our inventories. Generally, during periods when commodity prices are rising, our agribusiness operations require increased use of cash to support working capital to acquire inventories and fund daily settlement requirements on exchange traded futures that we use to minimize price risk related to our inventories.

2013 Compared to 2012 In 2013, our cash and cash equivalents increased by $173 million reflecting the net effect of cash flows from operating, investing and financing activities. For the year ended December 31, 2012, our cash and cash equivalents decreased by $266 million.

Cash provided by our operating activities was $2,225 million for the year ended December 31, 2013 compared to cash used of $457 million for the year ended December 31, 2012. The cash flow provided by operating activities for the year ended December 31, 2013 resulted from a combination of net income adjusted for non-cash charges and lower average commodity prices during the year, which reduced working capital requirements. Non-cash charges in 2013 included an income tax valuation allowance of $464 million related to our industrial sugar business in Brazil. The net cash outflows for operating activities for the year ended December 31, 2012 were principally due to significant increases in commodity prices during that period as a result of the 2012 U.S. drought.

Certain of our operating subsidiaries are primarily funded with U.S. dollar-denominated debt. The functional currency of our operating subsidiaries is generally the local currency and the financial statements are calculated in the functional currency and translated into U.S. dollars. U.S. dollar-denominated loans funding certain short-term borrowing needs of our operating subsidiaries are remeasured into their respective functional currencies at exchange rates at the applicable balance sheet date. The resulting gain or loss is included in our consolidated statements of income as foreign exchange gains or losses. For the years ended December 31, 2013 and December 31, 2012, we recorded foreign exchange gains of $48 million and $74 million, respectively, on debt denominated primarily in U.S. dollars at our subsidiaries, which were included as adjustments to reconcile net income to cash used for operating activities in the line item "Foreign exchange loss (gain) on debt" in our consolidated statements of cash flows. This adjustment is required because the cash flow impacts of these gains or losses are recognized as financing activities when the subsidiary repays the underlying debt and therefore, have no impact on cash flows from operations.

Cash used for investing activities was $429 million for the year ended December 31, 2013 compared to cash used of $967 million for the year ended December 31, 2012. The significantly lower

utilization for investing activities in the 2013 period resulted from $750 million of cash proceeds from the sale of our Brazilian fertilizer distribution business to Yara, the sale of our 50% ownership interest in our Morocco fertilizer business for $37 million and the sale of property from our consolidated investment funds of $48 million. These proceeds offset capital expenditures during the period as well as our purchases of a wheat milling business in Mexico for $310 million, a wheat mill in Brazil for $35 million, and two biodiesel facilities adjacent to our plants in Europe from our joint venture for $11 million (all amounts net of cash acquired).

For the year ended December 31, 2012, cash used for investing activities primarily included investments in property, plant and equipment related to the expansion of our sugar business in Brazil, investments in an edible oil refining and packaging facility in the U.S. and Canada, construction of a refining facility in India and construction of a port terminal in Brazil. In addition to capital expenditures, we acquired an edible oils and fats business in India for $94 million net of cash acquired consisting of $77 million in cash and debt acquired of $17 million. In addition, we acquired an asset management company for $9 million net of cash acquired, a controlling interest in a North American wheat milling business for $102 million net of cash acquired, and redeemable noncontrolling interest of $8 million, intellectual property assets for $22 million and sugarcane milling related biological assets and equipment for $61 million and controlling interest in a European oilseed processing and biodiesel joint venture for $54 million consisting of $17 million in cash and redeemable noncontrolling interest of $37 million. Finally, we acquired a margarine business in Poland for $7 million in cash. Cash used for the year ended December 31, 2012 was net of $448 million proceeds received from the sale of our interest in Solae, a soy ingredients joint venture. We also received a special cash dividend of $35 million from Solae in connection with the sale of our investment.

Investments in affiliates in 2013 included primarily additional investments in a wet corn milling entity and investments in a port operation, both in Argentina, and investments in our Solazyme-Bunge joint venture to produce vegetable oil from sugar produced in one of our mills in Brazil. Investments in 2012 involved activities related to the construction of an oilseed processing plant in Paraguay, construction of a wet corn milling plant in Argentina, an investment in a palm plantation joint venture in Indonesia and an additional investment in a North American corn ethanol joint venture.

Cash used for financing activities was $1,565 million in the year ended December 31, 2013 compared to cash provided by of $1,206 million for the year ended December 31, 2012. For the year ended December 31, 2013, operating cash inflows reflected a declining commodity price environment and the cash collected from the sale of our Brazilian fertilizer distribution business, both of which reduced our financing requirements. In 2012, we had a net increase of $1,368 million in borrowings due to increased working capital requirements related to higher commodity prices. Dividends paid to our common shareholders in the years ended December 31, 2013 and 2012 were $167 million and $151 million, respectively. Dividends paid to holders of our convertible preference shares were $34 million for the years ended December 31, 2013 and 2012. There were no shares repurchased under our share repurchase program during either of the years ended December 31, 2013 or 2012.

2012 Compared to 2011 In 2012, our cash and cash equivalents decreased by $266 million reflecting the net effect of cash flows from operating, investing and financing activities. For the year ended December 31, 2011, our cash and cash equivalents increased by $257 million.

Our operating activities used cash of $457 million for the year ended December 31, 2012 compared to generated cash of $2,614 million in 2011. The negative cash flows from operating activities for the year ended December 31, 2012 resulted primarily from higher average working capital needs. The positive cash flows from operating activities for the year ended December 31, 2011 resulted primarily from improved cash earnings from operations. Operating cash inflows in 2011 also included the net proceeds of approximately $640 million from sales of accounts receivable under our new global trade receivables securitization program that we entered into in June. Cash outflows included approximately

Table of Contents

$500 million of trade accounts payable related to fertilizer imports as we can more efficiently fund fertilizer imports through internal sources and $112 million of payments of accrued export tax obligations in Argentina.

Certain of our operating subsidiaries are primarily funded with U.S. dollar-denominated debt. The functional currency of our operating subsidiaries is generally the local currency and the financial statements are calculated in the functional currency and translated into U.S. dollars. U.S. dollar-denominated loans funding certain short-term borrowing needs of our operating subsidiaries are remeasured into their respective functional currencies at exchange rates at the applicable balance sheet date. The resulting gain or loss is included in our consolidated statements of income as foreign exchange gains or losses. For the years ended December 31, 2012 and December 31, 2011, we recorded a foreign exchange gain of $74 million and a loss of $113 million, respectively, on debt denominated primarily in U.S. dollars at our subsidiaries, which were included as adjustments to reconcile net income to cash used for operating activities in the line item "Foreign exchange loss (gain) on debt" in our consolidated statements of cash flows. This adjustment is required because the cash flow impacts of these gains or losses are recognized as financing activities when the subsidiary repays the underlying debt and therefore, have no impact on cash flows from operations.

Cash used for investing activities was $967 million in the year ended December 31, 2012 compared to $1,220 million in 2011. Cash used for investing activities during 2012 related primarily to capital expenditures of $1,095 million and included investments related to the expansion of our sugar business in Brazil, investments in edible oil refining and packaging facilities in the U.S. and Canada, construction of a refining facility in India and construction of a port terminal in Brazil.

In 2012, in addition to capital expenditures, we acquired an edible oils and fats business in India for $94 million (net of cash acquired) consisting of $77 million in cash and acquired debt of $17 million. In addition, we acquired an asset management company in Europe for $9 million net of cash acquired, a controlling interest in a North American wheat milling and bakery mix business for $102 million in cash (net of cash acquired) and redeemable noncontrolling interest of $8 million, intellectual property assets for $22 million and sugarcane milling related biological assets and equipment for $61 million and a controlling interest in a European oilseed processing and biodiesel joint venture for $54 million consisting of $17 million in cash and redeemable noncontrolling interest of $37 million. Finally, we acquired a margarine business in Poland for $7 million in cash. Cash used during the year was net of $448 million proceeds received from the sale of our interest in Solae, a soy ingredients joint venture. We also received a special cash dividend of $35 million from Solae in connection with the sale of our investment.

During 2011, we acquired a port terminal in Ukraine for $100 million (net of $2 million cash acquired), consisting of $83 million in cash and $17 million of obligations related to assets under construction, a tomato products business in Brazil for $97 million, consisting of $81 million in cash and $16 million in contingent liabilities, and a margarine business and grain elevator operations in North America for a total of $28 million. We also sold our investment in a European oilseed processing facility joint venture for cash proceeds of $54 million and a cost method investment in Russia for net proceeds of $16 million. Proceeds from the sale or disposal of property, plant and equipment of $141 million in 2011 included the sale of certain buildings and other equipment.

Investments in affiliates in 2012 included activities related to the construction of an oilseed processing plant in Paraguay, construction of a wet corn milling plant in Argentina, an investment in a palm plantation joint venture in Indonesia and an additional investment in a North America corn ethanol joint venture. Investments in affiliates in 2011 included expansion of grain elevator operations and the acquisition of a fertilizer storage terminal in the U.S., construction of an oilseed processing facility in Paraguay, as well as the establishment of a shipping joint venture.

Cash provided by financing activities was $1,206 million in the year ended December 31, 2012 compared to cash used of $1,060 million in 2011. For the year ended December 31, 2012, we had a net increase of $1,368 million in borrowings primarily due to increased working capital requirements. In 2011, we had a net decrease of $824 million in borrowings due primarily to debt maturities within the year which were repaid with cash generated from operations. Dividends paid to our common shareholders in the years ended December 31, 2012 and 2011 were $151 million and $140 million, respectively. Dividends paid to holders of our convertible preference shares was $34 million for the years ended December 31, 2012 and 2011. During the year ended December 31, 2011, in connection with our common share repurchase program, we repurchased 1,933,286 common shares at a cost of $120 million. There were no shares repurchased during the year ended December, 31, 2012. Bunge repurchased 8,647,859 common shares for $474 million from inception of the program in June 2010 through December 31, 2012.

Trade Receivable Securitization Program Our trade receivable securitization program initially entered into in June 2011, provides us with an additional source of liquidity. The program provides funding for up to $700 million against receivables sold into the program. The securitization program terminates on June 1, 2016. However, each committed purchaser's commitment to fund trade receivables sold under the securitization program will terminate on May 28, 2014 unless extended for additional 364-day periods in accordance with the terms of the receivables transfer agreement.

At December 31, 2013 and 2012, $696 million and $772 million, respectively, of receivables sold under the Program were derecognized from Bunge's consolidated balance sheets. Proceeds received in cash related to transfers of receivables under the program totaled $12,596 million and $13,823 million for the years ended December 31, 2013 and 2012, respectively. In addition, cash collections from customers on receivables previously sold were $12,769 million and $14,031 million for the years ended December 31, 2013 and 2012, respectively. As this is a revolving facility, cash collections from customers are reinvested to fund new receivable sales. Gross receivables sold under the program for the years ended December 31, 2013 and 2012 were $12,779 million and $14,054 million, respectively. These sales resulted in discounts of $7 million and $8 million for the years ended December 31, 2013 and 2012, respectively, and $5 million for the period from inception of the program through December 31, 2011, which were included in SG&A in the consolidated statements of income. Servicing fees under the program were not significant in any period.

Bunge's risk of loss following the sale of the accounts receivable is limited to the deferred purchase price receivable, ("DPP"), which at December 31, 2013 and 2012 had a fair value of $96 million and $134 million, respectively, and is included in other current assets in Bunge's consolidated balance sheets (see Note 6). The DPP will be repaid in cash as receivables are collected, generally within 30 days. Delinquencies and credit losses on accounts receivable sold under the program during the years ended December 31, 2013 and 2012 and the period from inception of the program through December 31, 2011 were insignificant. Bunge has reflected all cash flows under the securitization program as operating cash flows in the consolidated statements of cash flows for the years ended December 31, 2013 and 2012 and the period from inception of the program through December 31, 2011, including collections on DPP of $1,465 million, $1,661 million, and $814 million, respectively.

Brazilian Farmer Credit

Background We advance funds to farmers, primarily in Brazil, through secured advances to suppliers and prepaid commodity purchase contracts. We have also sold fertilizer to farmers, primarily in Brazil, on credit. All of these activities are generally intended to be short-term in nature. The ability of our customers and suppliers to repay these amounts is affected by agricultural economic conditions in the relevant geography, which are, in turn, affected by commodity prices, currency exchange rates, crop input costs and crop quality and yields. As a result, these arrangements are typically secured by

Table of Contents

the farmer's crop and, in many cases, the farmer's land and other assets. Upon farmer default, we generally initiate legal proceedings to recover the defaulted amounts. However, the legal recovery process through the judicial system is a long-term process, generally spanning a number of years. As a result, once accounts have been submitted to the judicial process for recovery, we may also seek to renegotiate certain terms with the defaulting farmer in order to accelerate recovery of amounts owed. In addition, we have tightened our credit policies to reduce exposure to higher risk accounts and have increased collateral requirements for certain customers.

Because Brazilian farmer credit exposures are denominated in local currency, reported values are impacted by movements in the value of the Brazilian *real* when translated into U.S. dollars. From December 31, 2012 to December 31, 2013, the Brazilian *real* devalued by approximately 14%, decreasing the reported farmer credit exposure balances when translated into U.S. dollars.

We periodically evaluate the collectability of our trade accounts receivable and record allowances if we determine that collection is doubtful. We base our determination of the allowance on analyses of credit quality of individual accounts, considering also the economic and financial condition of the farming industry and other market conditions as well as the value of any collateral related to amounts owed. We continuously review defaulted farmer receivables for impairment on an individual account basis. We consider all accounts in legal collections processes to be defaulted and past due. For such accounts, we determine the allowance for uncollectible amounts based on the fair value of the associated collateral, net of estimated costs to sell. For all renegotiated accounts (current and past due), we consider changes in farm economic conditions and other market conditions, our historical experience related to renegotiated accounts and the fair value of collateral in determining the allowance for doubtful accounts.

On August 8, 2013, Bunge sold its Brazilian fertilizer distribution business, including blending facilities, brands and warehouses to Yara International ASA for $750 million in cash. As a result of the transaction, Bunge will no longer have significant ongoing cash flows related to the Brazilian fertilizer business or any significant ongoing participation in the operations of this business. Included in this transaction were current fertilizer trade accounts receivables. Long-term fertilizer receivables were excluded from the transaction. As a result of the entry into the agreement for the sale of the Brazilian fertilizer operations in 2012, we reassessed the collectability of certain of the long-term receivables as a result of our exit from the Brazilian fertilizer market. This resulted in additional reserves of $49 million being recorded in the year ended December 31, 2012.

The table below details our Brazilian fertilizer trade accounts receivable balances and the related allowances for doubtful accounts as of the dates indicated:

	December 31,	
(US$ in millions, except percentages)	**2013**	**2012**
Trade accounts receivable (current)[1]	**$ 24**	$ 27
Allowance for doubtful accounts (current)	**4**	5
Trade accounts receivable (non-current)[2]	**148**	176
Allowance for doubtful accounts (non-current)[2]	**141**	159
Total trade accounts receivable (current and non-current)	**172**	203
Total allowance for doubtful accounts (current and non-current)	**145**	164
Total allowance for doubtful accounts as a percentage of total trade accounts receivable	**84%**	81%

(1) 2012 amounts exclude $189 million of accounts receivable net of a reserve of $2 million classified as held for sale at December 31, 2012 (see Note 3 to the notes to the consolidated financial statements).

(2) Recorded in other non-current assets in the consolidated balance sheets.

Table of Contents

Secured Advances to Suppliers and Prepaid Commodity Contracts We purchase soybeans through prepaid commodity purchase contracts (advance cash payments to suppliers against contractual obligations to deliver specified quantities of soybeans in the future) and secured advances to suppliers (advances to suppliers against commitments to deliver soybeans in the future), primarily in Brazil. These financing arrangements are typically secured by the farmer's future crop and mortgages on the farmer's land, buildings and equipment, and are generally settled after the farmer's crop is harvested and sold.

Interest earned on secured advances to suppliers of $32 million, $27 million and $25 million for the years ended December 31, 2013, 2012 and 2011, respectively, is included in net sales in the consolidated statements of income.

The table below shows details of prepaid commodity contracts and secured advances to suppliers outstanding at our Brazilian operations as of the dates indicated. See Note 12 of the notes to the consolidated financial statements for more information.

	December 31,	
(US$ in millions)	**2013**	**2012**
Prepaid commodity contracts	**$ 203**	$ 277
Secured advances to suppliers (current)	**570**	396
Total (current)	**773**	673
Commodities not yet priced[1]	**(16)**	(5)
Net	**757**	668
Secured advances to suppliers (non-current)	**183**	212
Total (current and non-current)	**940**	880
Allowance for uncollectible amounts (current and non-current)	**$ (75)**	$ (78)

(1) Soybeans delivered by suppliers that are yet to be priced are reflected at prevailing market prices at December 31, 2013 and December 31, 2012, respectively.

Capital Expenditures

Our cash payments made for capital expenditures were $1,042 million, $1,095 million and $1,125 million for the years ended December 31, 2013, 2012 and 2011, respectively. We intend to make capital expenditures of approximately $900 million in 2014. Our priorities for 2014 capital expenditures are maintenance, safety and environmental programs first (where we expect to use approximately 40% of our funds allocated to capital expenditures), projects enhancing productivity of our operations, second, and growth projects, third. We intend to fund these capital expenditures primarily with cash flows from operations.

Table of Contents

Off-Balance Sheet Arrangements

Guarantees

We have issued or were party to the following guarantees at December 31, 2013:

(US$ in millions)	Maximum Potential Future Payments Future Payments
Unconsolidated affiliates financing[1]	$ 25
Residual value guarantee[2]	90
Total	$ 115

(1) We issued guarantees to certain financial institutions related to debt of certain of our unconsolidated joint ventures. The terms of the guarantees are equal to the terms of the related financings which have maturity dates in 2014 through 2017. There are no recourse provisions or collateral that would enable us to recover any amounts paid under these guarantees. At December 31, 2013, we had no outstanding obligation recorded related to these guarantees.

(2) We issued guarantees to certain financial institutions which are party to certain operating lease arrangements for railcars and barges. These guarantees provide for a minimum residual value to be received by the lessor at the conclusion of the lease term. These leases expire at various dates from 2016 through 2019. At December 31, 2013, our recorded obligation related to these guarantees was $3 million.

In addition, Bunge Limited has provided full and unconditional parent level guarantees of the outstanding indebtedness under certain senior credit facilities and senior notes entered into or issued by its 100% owned subsidiaries. At December 31, 2013, debt with a carrying amount of $3,302 million related to these guarantees is included in our consolidated balance sheet. This debt includes the senior notes issued by two of our 100% owned finance subsidiaries, Bunge Limited Finance Corp. and Bunge N.A. Finance L.P. There are no significant restrictions on the ability of Bunge Limited Finance Corp., Bunge N.A. Finance L.P. or any other of our subsidiaries to transfer funds to Bunge Limited.

Contractual Obligations

The following table summarizes our scheduled contractual obligations and their expected maturities at December 31, 2013, and the effect such obligations are expected to have on our liquidity and cash flows in the future periods indicated.

	Payments due by period				
(US$ in millions)	Total	2014	2015 - 2016	2017 - 2018	2019 and there after
Short-term debt[1]	$ 703	$ 703	$	$	$
Variable interest rate obligations[1]	26	12	11	2	1
Long-term debt[1][2]	3,916	760	1,444	870	842
Interest obligations on fixed rate debt	517	161	212	118	26
Non-cancelable operating lease obligations[3]	996	193	310	173	320
Capital commitments	105	100	5		
Freight supply agreements[4]	921	284	148	144	345
Inventory purchase commitments	241	241			
Power supply purchase commitments	16	4	12		
Total contractual cash obligations[5][6]	$ 7,441	$ 2,458	$ 2,142	$ 1,307	$ 1,534

(1) We also have variable interest rate obligations on certain of our outstanding borrowings.

Table of Contents

(2) Excludes unamortized net gains of $25 million related to terminated interest rate swap agreements recorded in long-term debt.

(3) Represents future minimum payments under non-cancelable operating leases with initial or remaining terms of one year or more.

(4) In the ordinary course of business, we enter into purchase commitments for time on ocean freight vessels and freight service on railroad lines for the purpose of transporting agricultural commodities. In addition, we sell time on these ocean freight vessels when excess freight capacity is available. Payments to be received by us under such relet agreements are anticipated to be approximately $9 million in 2014. These agreements range from two months to approximately five years in the case of ocean freight vessels and 5 to 17 years in the case of railroad services. Actual amounts paid under these contracts may differ due to the variable components of these agreements and the amount of income earned by us on the sale of excess capacity. The railroad freight services agreements require a minimum monthly payment regardless of the actual level of freight services used by us. The costs of our freight supply agreements are typically passed through to our customers as a component of the prices we charge for our products. However, changes in the market value of freight compared to the rates at which we have contracted for freight may affect margins on the sales of agricultural commodities.

(5) Does not include estimated payments of liabilities associated with uncertain income tax positions. As of December 31, 2013, Bunge had gross unrecognized tax liabilities of $171 million, including related interest and penalties. At this time, we are unable to make a reasonably reliable estimate of the timing of payments in individual years in connection with these tax liabilities; therefore, such amounts are not included in the above contractual obligation table. See Note 14 of the notes to the consolidated financial statements.

(6) Does not include obligations for pension and postretirement benefits for which we expect to make employer contributions of $23 million in 2014. We also expect to make a significant contribution to our plans in future years.

In addition, we have entered into partnership agreements for the production of sugarcane. These agreements have an average remaining life of five years and cover approximately 214,000 hectares of land under cultivation. Amounts owed under these agreements are dependent on several variables including the quantity of sugarcane produced per hectare, the total recoverable sugar (ATR) per ton of sugarcane produced and the price for each kilogram of ATR as determined by Consecana, the São Paulo state sugarcane and sugar and ethanol council. In the years ended December 31, 2013, 2012 and 2011, Bunge made payments related to these agreements of $169 million, $181 million and $91 million, respectively. Of these amounts $107 million , $127 million and $40 million for the years ended December 31, 2013, 2012 and 2011, respectively, were advances for future production and $62 million, $54 million and $51 million were included in cost of goods sold in the consolidated statements of income for the years ended December 31, 2013, 2012 and 2011, respectively.

Employee Benefit Plans

We expect to contribute $16 million to our defined benefit pension plans and $7 million to our postretirement healthcare benefit plans in 2014.

Critical Accounting Policies and Estimates

We believe that the application of the following accounting policies, which are important to our financial position and results of operations, requires significant judgments and estimates on the part of management. For a summary of all of our significant accounting policies, see Note 1 to our consolidated financial statements included in Part III of this Annual Report on Form 10-K.

Allowances for Uncollectible Accounts

Accounts receivable and secured advances to suppliers are stated at the historical carrying amounts net of write-offs and allowances for uncollectible accounts. We establish an allowance for uncollectible trade accounts receivable and secured advances to farmers based on historical experience, farming, economic and other market conditions as well as specific identified customer collection issues. Uncollectible accounts are written off when a settlement is reached for an amount that is less than the outstanding historical balance or when we have determined that collection of the balance is unlikely.

Table of Contents

We follow the accounting guidance on the disclosure of the credit quality of financing receivables and the allowance for credit losses which requires information to be disclosed at disaggregated levels, defined as portfolio segments and classes. Based upon an analysis of credit losses and risk factors to be considered in determining the allowance for credit losses, we have determined that the long-term receivables from farmers in Brazil is a single portfolio segment.

We evaluate this single portfolio segment by class of receivables, which is defined as a level of information (below a portfolio segment) in which the receivables have the same initial measurement attribute and a similar method for assessing and monitoring risk. We have identified accounts in legal collection processes and renegotiated amounts as classes of long-term receivables from farmers. Valuation allowances for accounts in legal collection processes are determined by us on individual accounts based on the fair value of the collateral provided as security for the secured advance or credit sale. The fair value is determined using a combination of internal and external resources, including published information concerning Brazilian land values by region. For determination of the valuation allowances for renegotiated amounts, we consider historical experience with the individual farmers, current weather and crop conditions, as well as the fair value of non-crop collateral.

For both classes, a long-term receivable from farmers in Brazil is considered impaired, based on current information and events, if we determine it to be probable that all amounts due under the original terms of the receivable will not be collected. Recognition of interest income on secured advances to farmers is suspended once the farmer defaults on the originally scheduled delivery of agricultural commodities as the collection of future income is determined not to be probable. No additional interest income is accrued from the point of default until ultimate recovery, where amounts collected are credited first against the receivable and then to any unrecognized interest income.

Inventories and Derivatives

We use derivative instruments for the purpose of managing the exposures associated with agricultural commodity prices, transportation costs, foreign currency exchange rates, interest rates and energy costs and for positioning our overall portfolio relative to expected market movements in accordance with established policies and procedures. We are exposed to loss in the event of non-performance by counterparties to certain of these contracts. The risk of non-performance is routinely monitored and adjustments recorded, if necessary, to account for potential non-performance. Different assumptions, changes in economic circumstances or the deterioration of the financial condition of the counterparties to these derivative instruments could result in additional fair value adjustments and increased expense reflected in cost of goods sold, foreign exchange or interest expense. We did not have significant allowances relating to non-performance by counterparties at December 31, 2013 or 2012.

Our readily marketable commodity inventories, forward purchase and sale contracts, and exchange traded futures and options are primarily valued at fair value. Readily marketable inventories are freely-traded, have quoted market prices, may be sold without significant additional processing and have predictable and insignificant disposal costs. We estimate fair values of commodity inventories and forward purchase and sale contracts based on exchange-quoted prices, adjusted for differences in local markets. Changes in the fair values of these inventories and contracts are recognized in our consolidated statements of income as a component of cost of goods sold. If we used different methods or factors to estimate fair values, amounts reported as inventories and unrealized gains and losses on derivative contracts in the consolidated balance sheets and cost of goods sold could differ. Additionally, if market conditions change subsequent to year-end, amounts reported in future periods as inventories, unrealized gains and losses on derivative contracts and cost of goods sold could differ.

Table of Contents

Recoverable Taxes

We evaluate the collectability of our recoverable taxes and record valuation allowances if we determine that collection is doubtful. Recoverable taxes primarily represent value-added or other similar transactional taxes paid on the acquisition of raw materials and other services which can be recovered in cash or as compensation of outstanding balances against income taxes or certain other taxes we may owe. Management's assumption about the collectability of recoverable taxes requires significant judgment because it involves an assessment of the ability and willingness of the applicable federal or local government to refund the taxes. The balance of these allowances fluctuates depending on the sales activity of existing inventories, purchases of new inventories, percentages of export sales, seasonality, changes in applicable tax rates, cash payment by the applicable government agencies and compensation of outstanding balances against income or certain other taxes owed to the applicable governments. At December 31, 2013 and 2012, the allowance for recoverable taxes was $70 million and $105 million, respectively. We continue to monitor the economic environment and events taking place in the applicable countries and in cases where we determine that recovery is doubtful, recoverable taxes are reduced by allowances for the estimated unrecoverable amounts.

Property, Plant and Equipment and Other Finite-Lived Intangible Assets

Long-lived assets include property, plant and equipment and other finite-lived intangible assets. When facts and circumstances indicate that the carrying values of property, plant and equipment assets may be impaired, an evaluation of recoverability is performed by comparing the carrying value of the assets to the projected future cash flows to be generated by such assets. If it appears that the carrying value of our assets is not recoverable, we recognize an impairment loss as a charge against results of operations. Our judgments related to the expected useful lives of property, plant and equipment assets and our ability to realize undiscounted cash flows in excess of the carrying amount of such assets are affected by factors such as the ongoing maintenance of the assets, changes in economic conditions and changes in operating performance. As we assess the ongoing expected cash flows and carrying amounts of our property, plant and equipment assets, changes in these factors could cause us to realize material impairment charges. Bunge recorded impairment charges of approximately $22 million for certain agricultural and industrial assets in its sugar and bioenergy segment during the year ended December 31, 2013. There were no significant impairment charges related to property, plant and equipment or other finite-lived assets during the year ended December 31, 2012.

Investments in Affiliates

We continually review our equity investments to determine whether a decline in fair value below the cost basis is other-than-temporary. We consider various factors in determining whether to recognize an impairment charge, including the length of time that the fair value of the investment is less than our carrying value, the financial condition, operating performance and near term prospects of the investment, which include general market conditions specific to the investment or the industry in which it operates, and our intent and ability to hold the investment for a period of time sufficient to allow for the recovery in fair value. During the year ended December 31, 2012, we recorded $9 million of pre-tax, non-cash impairment charges in other income (expense)-net and $1 million in selling, general and administrative expenses in our agribusiness segment relating to the write-down of two separate equity method investments in European biodiesel producers and a related loan to a European biodiesel joint venture. We also recorded $10 million of pre-tax, non-cash impairment charges in other income (expense)-net and $29 million in selling, general and administrative expenses in our sugar and bioenergy segment relating to an equity investment in and a related loan to a North American corn ethanol joint venture. The fair values of the investments were determined utilizing projected cash flows of the joint ventures. We did not have any significant impairment charges relating to our equity investments for the years ended December 31, 2013 or 2011.

Table of Contents

Goodwill and Other Intangible Assets

Goodwill represents the excess of the purchase price over the fair value of tangible and identifiable intangible net assets acquired in a business acquisition. Goodwill is not amortized, but is tested for impairment annually in the fourth quarter of each fiscal year or whenever there are indicators that the carrying value of the assets may not be fully recoverable.

We use a two-step process to test goodwill at the reporting unit level. Fair value is estimated using a discounted cash flow model which considers forecasted cash flows discounted at an estimated weighted-average cost of capital for each reporting unit. We selected the discounted cash flow methodology as we believe it is comparable to what would be used by market participants. The weighted-average cost of capital is an estimate of the overall after-tax rate of return required by equity and debt market participants of a business enterprise. These analyses require the use of significant judgments, including judgments about appropriate discount rates, growth rates and terminal values and the timing of expected future cash flows. Discount rate assumptions are based on an assessment of the risk inherent in the future cash flows of the respective reporting unit. Sensitivity analyses are performed in order to assess the reasonableness of assumptions.

The first step involves a comparison of the estimated fair value of each reporting unit with its carrying value. If the carrying value exceeds the fair value, the second step of the process is necessary. The second step measures the difference between the carrying value and implied fair value of goodwill. To test indefinite-lived intangible assets for impairment, we compare the fair value of the intangible assets with their carrying values. The fair values of indefinite-lived intangible assets are determined using estimated discount rates. If the carrying value of an intangible asset exceeds its estimated fair value, the intangible asset is considered impaired and is reduced to its fair value. Definite-lived intangible assets are amortized over their estimated useful lives. If estimates or related projections of the fair values of reporting units or indefinite-lived intangible assets change in the future, we may be required to record impairment charges.

We performed our annual impairment tests in the fourth quarters of each of the years ended December 31, 2013, 2012 and 2011. For the year ended December 31, 2012, we recorded pre-tax impairment charges of $514 million for the goodwill in our sugar and bioenergy segment. For all other reporting units, the estimated fair values of the reporting units were determined to be sufficiently in excess of their respective carrying values with no indication of impairment. There were no significant impairment charges relating to goodwill or other indefinite-lived intangible assets for either of the years ended December 31, 2013 and 2011.

Contingencies

We are a party to a large number of claims and lawsuits, primarily tax and labor claims in Brazil and tax claims in Argentina, and have accrued our estimates of the probable costs to resolve these claims. These estimates have been developed in consultation with in-house and outside counsel and are based on an analysis of potential results, assuming a combination of litigation and settlement strategies. Future results of operations for any particular quarterly or annual period could be materially affected by changes in our assumptions or the effectiveness of our strategies relating to these proceedings. For more information on tax and labor claims in Brazil, see "Item 3. Legal Proceedings."

Employee Benefit Plans

We sponsor various U.S. and foreign (primarily in Canada, Europe and Brazil) pension and postretirement benefit plans. In connection with the plans, we make various assumptions in the determination of projected benefit obligations and expense recognition related to pension and postretirement obligations. Key assumptions include discount rates, long-term rates of return on plan assets, asset allocations and rates of future compensation increases. Management develops its

Table of Contents

assumptions based on its experience and by reference to market related data. All assumptions are reviewed periodically and adjusted as necessary.

A one percentage point decrease in the assumed discount rate on the U.S. and foreign defined benefit pension plans would have increased the 2013 annual expense by $11 million and $2 million respectively, and would have increased the projected benefit obligation at December 31, 2013 by $83 million and $28 million, respectively. A one percentage point increase in the assumed discount rate on the U.S. and foreign defined benefit pension plans would have decreased the 2013 annual expense by $9 million and $2 million, respectively, and would have decreased the projected benefit obligation at December 31, 2013 by $67 million and $24 million, respectively. A one percentage point increase or decrease in the long-term return assumptions on the US and foreign defined benefit pension plan assets would have decreased or increased the 2013 pension expense by $4 million and $1 million, respectively.

Income Taxes

We record valuation allowances to reduce our deferred tax assets to the amount that we are likely to realize. We consider projections of future taxable income and prudent tax planning strategies to assess the need for and the size of the valuation allowances. If we determine that we can realize a deferred tax asset in excess of our net recorded amount, we decrease the valuation allowance, thereby increasing net income. Conversely, if we determine that we are unable to realize all or part of our net deferred tax asset, we increase the valuation allowance, thereby decreasing net income.

We apply a "more likely than not" threshold to the recognition and de-recognition of tax benefits. The calculation of our uncertain tax positions involves dealing with uncertainties in the application of complex tax regulations in a multitude of jurisdictions across our global operations. We recognize potential liabilities and record uncertain tax positions for anticipated tax audit issues in the U.S., Brazil, Argentina and other tax jurisdictions based on our estimate of whether it is more likely than not additional taxes will be due. We adjust these liabilities in light of changing facts and circumstances; however, due to the complexity of some of these uncertainties, the ultimate resolution may result in a payment that is materially different from our current estimate of the tax liabilities. If our estimate of uncertain tax positions proves to be less than the ultimate assessment, an additional charge to expense would result. If payment of these amounts ultimately proves to be less than the recorded amounts, the reversal of the liabilities would result in tax benefits being recognized in the period when we determined the liabilities are no longer necessary. At December 31, 2013 and 2012, we had recorded uncertain tax positions of $171 million and $108 million, respectively, in our consolidated balance sheets.

New Accounting Pronouncements

Adoption of New Accounting Pronouncements In December 2011 and January 2013, Financial Accounting Standards Board (FASB) amended the guidance in ASC Topic 210, *Balance Sheet*. This amendment requires an entity to disclose both gross and net information about financial instruments that are eligible for offset in the statement of financial position and/or subject to a master netting arrangement or similar agreement. Our derivative assets and liabilities are presented on a gross basis in our consolidated balance sheets. The adoption of this amendment on January 1, 2013 did not have a significant impact on our consolidated financial statements.

In February 2013, FASB amended the guidance in ASC Topic 220, *Comprehensive Income*. This amendment requires an entity to disclose on a prospective basis the impact on income statement line items for significant items reclassified from other comprehensive income to net income during the period. The adoption of this amendment expanded our disclosures in our consolidated financial statements.

New Accounting Pronouncements In March 2013, FASB amended existing guidance of ASC Topic 830*Foreign Currency Matters* (Topic 830). This amended guidance is related to the transfer of currency translation adjustments from other comprehensive income into net income in certain circumstances. The amended guidance aims to resolve diversity in practice as to whether ASC Topic 810, *Consolidation* or Topic 830 applies to the release of the cumulative translation adjustment into net income when a parent either sells a part or all of its investment in a foreign entity, or no longer holds a controlling financial interest in a subsidiary or group of assets that is a nonprofit activity or a business. We will be required to apply the amended guidance prospectively for fiscal years beginning after December 31, 2013. The adoption of this standard is not expected to have a material impact on our consolidated financial statements.

In July 2013, the FASB issued guidance in ASC Topic 740, (Topic 740) *Income Taxes* (Topic 740). Topic 740 provided guidance regarding the presentation of an unrecognized tax benefit when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exist at the reporting date.

We will be required to apply the amended guidance prospectively for fiscal years beginning after December 31, 2013. The adoption of this standard is not expected to have a material impact on our consolidated financial statements.

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

Risk Management

As a result of our global operating and financing activities, we are exposed to changes in, among other things, agricultural commodity prices, transportation costs, foreign currency exchange rates, interest rates and energy costs which may affect our results of operations and financial position. We actively monitor and manage these various market risks associated with our business activities. Our risk management decisions take place in various locations but exposure limits are centrally set and monitored. We have a corporate risk management group which analyzes and monitors various risk exposures globally. Additionally, our Board of Directors' Finance and Risk Policy Committee oversees and our overall risk management policies and limits.

We use derivative instruments for the purpose of managing the exposures associated with commodity prices, transportation costs, foreign currency exchange rates, interest rates and energy costs and for positioning our overall portfolio relative to expected market movements in accordance with established policies and procedures. We enter into derivative instruments primarily with major financial institutions, commodity exchanges in the case of commodity futures and options, or approved exchange-clearing shipping companies in the case of ocean freight. While these derivative instruments are subject to fluctuations in value, for hedged exposures those fluctuations are generally offset by the changes in fair value of the underlying exposures. The derivative instruments that we use for hedging purposes are intended to reduce the volatility on our results of operations; however, they can occasionally result in earnings volatility, which may be material.

Credit and Counterparty Risk

Through our normal business activities, we are subject to significant credit and counterparty risks that arise through normal commercial sales and purchases, including forward commitments to buy or sell, and through various other over-the-counter (OTC) derivative instruments that we utilize to manage risks inherent in our business activities. We define credit and counterparty risk as a potential financial loss due to the failure of a counterparty to honor its obligations. The exposure is measured based upon several factors, including unpaid accounts receivable from counterparties and unrealized gains from OTC derivative instruments (including forward purchase and sale contracts). Credit and counterparty risk also includes sovereign credit risk. We actively monitor credit and counterparty risk through credit analysis by local credit staffs and review by various local and corporate committees

Table of Contents

which monitor counterparty performance. We record provisions for counterparty losses from time to time as a result of our credit and counterparty analysis.

During periods of tight conditions in global credit markets, downturns in regional or global economic conditions, and/or significant price volatility, credit and counterparty risks are heightened. This increased risk is monitored through, among other things, increased communication with key counterparties, management reviews and specific focus on counterparties or groups of counterparties that we may determine as high risk. In addition, we have limited new credit extensions in certain cases and reduced our use of non-exchange cleared derivative instruments.

Commodities Risk

We operate in many areas of the food industry, from agricultural raw materials to the production and sale of branded food ingredients. As a result, we purchase and produce various materials, many of which are agricultural commodities, including: soybeans, soybean oil, soybean meal, softseeds (including sunflower seed, rapeseed and canola) and related oil and meal derived from them, wheat and corn. In addition, we grow and purchase sugarcane to produce sugar, ethanol and electricity. Agricultural commodities are subject to price fluctuations due to a number of unpredictable factors that may create price risk. As described above, we are also subject to the risk of counterparty non-performance under forward purchase or sale contracts. From time to time, we have experienced instances of counterparty non-performance, including as a result of significant declines in counterparty profitability under these contracts due to significant movements in commodity prices between the time the contracts were executed and the contractual forward delivery period.

We enter into various derivative contracts with the primary objective of managing our exposure to adverse price movements in the agricultural commodities used and produced in our business operations. We have established policies that limit the amount of unhedged fixed price agricultural commodity positions permissible for our operating companies, which are generally a combination of volume and value-at-risk (VaR) limits. We measure and review our net commodities position on a daily basis.

Our daily net agricultural commodity position consists of inventory, forward purchase and sale contracts, over-the-counter and exchange traded derivative instruments, including those used to hedge portions of our production requirements. The fair value of that position is a summation of the fair values calculated for each agricultural commodity by valuing all of our commodity positions at quoted market prices for the period where available or utilizing a close proxy. VaR is calculated on the net position and monitored at the 95% confidence interval. In addition, scenario analysis and stress testing are performed. For example, one measure of market risk is estimated as the potential loss in fair value resulting from a hypothetical 10% adverse change in prices. The results of this analysis, which may differ from actual results, are as follows:

	Year Ended December 31, 2013		**Year Ended December 31, 2012**	
(US$ in millions)	**Fair Value**	**Market Risk**	**Fair Value**	**Market Risk**
Highest long position	**$ 154**	**$ (15)**	$ 2,500	$ (250)
Highest short position	**(1,849)**	**(185)**	(129)	(13)

Ocean Freight Risk

Ocean freight represents a significant portion of our operating costs. The market price for ocean freight varies depending on the supply and demand for ocean vessels, global economic conditions and other factors. We enter into time charter agreements for time on ocean freight vessels based on forecasted requirements for the purpose of transporting agricultural commodities. Our time charter agreements generally have terms ranging from two months to approximately seven years. We use

financial derivatives, generally freight forward agreements, to hedge portions of our ocean freight costs. The ocean freight derivatives are included in other current assets and other current liabilities on the consolidated balance sheets at fair value.

Energy Risk

We purchase various energy commodities such as bunker fuel, electricity and natural gas that are used to operate our manufacturing facilities and ocean freight vessels. The energy commodities are subject to price risk. We use financial derivatives, including exchange traded and OTC swaps and options for various purposes, including to manage our exposure to volatility in energy costs. These energy derivatives are included in other current assets and other current liabilities on the consolidated balance sheets at fair value.

Currency Risk

Our global operations require active participation in foreign exchange markets. Our primary foreign currency exposures are the Brazilian *real*, the *Euro* and other European currencies, the Argentine *peso* and the Chinese *yuan/renminbi*. To reduce the risk arising from foreign exchange rate fluctuations, we enter into derivative instruments, such as forward contracts and swaps and foreign currency options. The changes in market value of such contracts have a high correlation to the price changes in the related currency exposures. The potential loss in fair value for such net currency position resulting from a hypothetical 10% adverse change in foreign currency exchange rates as of December 31, 2013 was not material.

When determining our exposure, we exclude intercompany loans that are deemed to be permanently invested. The repayments of permanently invested intercompany loans are not planned or anticipated in the foreseeable future and therefore are treated as analogous to equity for accounting purposes. As a result, the foreign exchange gains and losses on these borrowings are excluded from the determination of net income and recorded as a component of accumulated other comprehensive income (loss) in the consolidated balance sheets. Included in other comprehensive income (loss) are foreign exchange losses of $344 million and $295 million for the years ended December 31, 2013 and 2012, respectively, related to permanently invested intercompany loans.

Interest Rate Risk

We have debt in fixed and floating rate instruments. We are exposed to market risk due to changes in interest rates. We may enter into interest rate swap agreements to manage our interest rate exposure related to our debt portfolio.

The aggregate fair value of our short and long-term debt, including non-recourse investment fund debt, based on market yields at December 31, 2013, was $4,877 million with a carrying value of $4,644 million.

A hypothetical 100 basis point increase in the interest yields on our debt at December 31, 2013 would result in a decrease of approximately $83 million in the fair value of our debt. Similarly, a decrease of 100 basis points in the interest yields on our debt at December 31, 2013 would cause an increase of approximately $87 million in the fair value of our debt.

A hypothetical 1% change in LIBOR would result in a change of approximately $22 million in our interest expense. Some of our variable rate debt is denominated in currencies other than in U.S. dollars and is indexed to non-U.S. dollar-based interest rate indices, such as EURIBOR and TJLP. As such, the hypothetical 1% change in interest rate ignores the potential impact of any currency movements.

Table of Contents

Derivative Instruments

Interest Rate Derivatives Interest rate swaps used by us as hedging instruments are recorded at fair value in the consolidated balance sheets with changes in fair value recorded contemporaneously in earnings. Certain of these swap agreements may be designated as fair value hedges. The carrying amount of the associated hedged debt is also adjusted through earnings for changes in the fair value arising from changes in benchmark interest rates. Ineffectiveness is recognized to the extent that these two adjustments do not offset. We may enter into interest rate swap agreements for the purpose of managing certain of our interest rate exposures. We may also enter into interest rate basis swap agreements that do not qualify as hedges for accounting purposes. Changes in fair value of such interest rate basis swap agreements are recorded in earnings. There were no outstanding interest rate swap agreements as of December 31, 2013 or 2012.

We recognized gains of approximately $20 million, $20 million and $13 million, respectively, as a reduction of interest expense in the consolidated statements of income, related to the amortization of deferred gains on termination of interest rate swap agreements for the years ended December 31, 2013, 2012 and 2011, respectively.

Foreign Exchange Derivatives We use a combination of foreign exchange forward swap and option contracts in certain of our operations to mitigate the risk from exchange rate fluctuations in connection with certain commercial and balance sheet exposures. The foreign exchange forward swap and option contracts may be designated as cash flow hedges. We may also use net investment hedges to partially offset the translation adjustments arising from the remeasurement of our investment in certain of our foreign subsidiaries.

We assess, both at the inception of the hedge and on an ongoing basis, whether the derivatives that are used in hedge transactions are highly effective in offsetting changes in the hedged items.

The table below summarizes the notional amounts of open foreign exchange positions.

	December 31, 2013			
	Exchange Traded	Non-exchange Traded		Unit of
(US$ in millions)	Net (Short) & Long(1)	(Short)(2)	Long(2)	Measure
Foreign Exchange				
Options	$ (26)	$ (2)	$ 2	Delta
Forwards	3	(15,951)	20,719	Notional
Swaps		(129)	121	Notional

(1) Exchange traded futures and options are presented on a net (short) and long position basis.

(2) Non-exchange traded swaps, options and forwards are presented on a gross (short) and long position basis.

Commodity Derivatives We use derivative instruments to primarily manage exposure to movements associated with agricultural commodity prices. We generally use exchange traded futures and options contracts to minimize the effects of changes in the prices of agricultural commodities on agricultural commodity inventories and forward purchase and sale contracts, but may also from time to time enter into OTC commodity transactions, including swaps, which are settled in cash at maturity or termination based on exchange-quoted futures prices. Changes in fair values of exchange traded futures contracts representing the unrealized gains and/or losses on these instruments are settled daily generally through our wholly-owned futures clearing subsidiary. Forward purchase and sale contracts are primarily settled through delivery of agricultural commodities. While we consider these exchange traded futures and forward purchase and sale contracts to be effective economic hedges, we do not designate or account for the majority of our commodity contracts as hedges. Changes in fair values of these contracts and related readily marketable agricultural commodity inventories are included in cost of goods sold in the consolidated statements of income. The forward contracts require performance of

Table of Contents

both us and the contract counterparty in future periods. Contracts to purchase agricultural commodities generally relate to current or future crop years for delivery periods quoted by regulated commodity exchanges. Contracts for the sale of agricultural commodities generally do not extend beyond one future crop cycle.

The table below summarizes the volumes of open agricultural commodities derivative positions.

	December 31, 2013			
	Exchange Traded	**Non-exchange Traded**		**Unit of Measure**
	Net (Short) & Long[1]	**(Short)[2]**	**Long[2]**	
Agricultural Commodities				
Futures	(7,517,109)			Metric Tons
Options	(333,796)			Metric Tons
Forwards		(33,142,299)	27,823,848	Metric Tons
Swaps		(486,211)	39,735	Metric Tons

(1) Exchange traded futures and options are presented on a net (short) and long position basis.

(2) Non-exchange traded swaps, options and forwards are presented on a gross (short) and long position basis.

Ocean Freight Derivatives We use derivative instruments referred to as freight forward agreements, or FFAs, and FFA options to hedge portions of our current and anticipated ocean freight costs. A portion of the ocean freight derivatives may be designated as fair value hedges of our firm commitments to purchase time on ocean freight vessels. Changes in the fair value of the ocean freight derivatives that are qualified, designated and highly effective as a fair value hedge, along with the gain or loss on the hedged firm commitments to purchase time on ocean freight vessels that is attributable to the hedged risk, are recorded in earnings. Changes in the fair values of ocean freight derivatives that are not designated as hedges are also recorded in earnings.

The table below summarizes the open ocean freight positions.

	December 31, 2013			
	Exchange Cleared	**Non-exchange Cleared**		**Unit of Measure**
	Net (Short) & Long[1]	**(Short)[2]**	**Long[2]**	
Ocean Freight				
FFA	(7,660)			Hire Days
FFA Options	(2,082)			Hire Days

(1) Exchange cleared futures and options are presented on a net (short) and long position basis.

(2) Non-exchange cleared options and forwards are presented on a gross (short) and long position basis.

Energy Derivatives We use derivative instruments for various purposes including to manage our exposure to volatility in energy costs. Our operations use substantial amounts of energy, including natural gas, coal and fuel oil, including bunker fuel.

Table of Contents

The table below summarizes the open energy positions.

	December 31, 2013			
	Exchange Traded	Non-exchange Cleared		Unit of Measure
	Net (Short) & Long[1]	(Short)[2]	Long[2]	
Natural Gas[3]				
Futures	4,096,009			MMBtus
Swaps			687,204	MMBtus
Options	(6,015,361)			MMBtus
Energy-Other				
Futures	2,417,741			Metric Tons
Forwards		(47,055)	38,239,063	Metric Tons
Swaps	275,000			Metric Tons
Options	(318)			Metric Tons

(1) Exchange traded futures and options are presented on a net (short) and long position basis.

(2) Non-exchange cleared swaps, options and forwards are presented on a gross (short) and long position basis.

(3) Million British Thermal Units (MMBtus) are the standard unit of measurement used to denote the amount of natural gas.

Item 8. *Financial Statements and Supplementary Data*

Our financial statements and related schedule required by this item are contained on pages F-1 through F-74 and on page E-1 of this Annual Report on Form 10-K. See Item 15(a) for a listing of financial statements provided.

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

None.

Item 9A. *Controls and Procedures*

Disclosure Controls and Procedures

Disclosure controls and procedures are the controls and other procedures that are designed to provide reasonable assurance that information required to be disclosed by the issuer in the reports that it files or submits under the Securities Exchange Act of 1934, as amended (the "Exchange Act") is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. 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 the principal executive and principal financial officer, or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure.

As of December 31, 2013, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as that term is defined in Exchange Act Rules 13a-15(e) and 15d-15(e), as of the end of the period covered by this Annual Report on Form 10-K. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of the end of the fiscal year covered by this Annual Report on Form 10-K.

Table of Contents

Management's Report on Internal Control over Financial Reporting

Bunge Limited's management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f). Bunge Limited's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. Generally Accepted Accounting Principles.

Under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of the end of the fiscal year covered by this annual report based on the framework in *Internal Control Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

Based on this assessment, management concluded that Bunge Limited's internal control over financial reporting was effective as of the end of the fiscal year covered by this annual report.

Deloitte & Touche LLP, the independent registered public accounting firm that has audited and reported on Bunge Limited's consolidated financial statements included in this annual report, has issued its written attestation report on Bunge Limited's internal control over financial reporting, which is included in this Annual Report on Form 10-K.

Changes in Internal Control over Financial Reporting

In connection with the restructuring and consolidation of Bunge's operations in Brazil and related commercial, organizational and personnel changes, management has been and continues to review and, in some cases, implement new or enhanced systems and procedures that have led, or are expected to lead, to changes in internal control over financial reporting in Bunge's Brazilian operations.

Except as described above, there has been no change in our internal control over financial reporting during the fourth fiscal quarter ended December 31, 2013 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations on Effectiveness of Controls

Our management, including our Chief Executive Officer and our Chief Financial Officer, does not expect that our disclosure controls or our internal control over financial reporting will prevent or detect all error and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. 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. Further, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, within the company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Controls may also be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the controls. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Projections of any evaluation of controls effectiveness to future periods are subject to risks. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures.

Table of Contents

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of
Bunge Limited
White Plains, New York

We have audited the internal control over financial reporting of Bunge Limited and subsidiaries (the "Company") as of December 31, 2013, based on criteria established in *Internal Control Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. 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 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 conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). 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 included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel 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 the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on the criteria established in *Internal Control Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements and financial statement schedule as of and for the year ended December 31, 2013 of the Company and our report dated February 28, 2014 expressed an unqualified opinion on the consolidated financial statements and financial statement schedule.

/s/ DELOITTE & TOUCHE LLP

New York, New York
February 28, 2014

Table of Contents

Item 9B. ***Other Information***

None.

PART III

Information required by Items 10, 11, 12, 13 and 14 of Part III is omitted from this Annual Report on Form 10-K and will be filed in a definitive proxy statement for our 2014 Annual General Meeting of Shareholders.

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

We will provide information that is responsive to this Item 10 in our definitive proxy statement for our 2014 Annual General Meeting of Shareholders under the captions "Election of Directors," "Section 16(a) Beneficial Ownership Reporting Compliance," "Corporate Governance Board Meetings and Committees Audit Committee," "Corporate Governance Board Composition and Independence," "Audit Committee Report," "Corporate Governance Corporate Governance Guidelines and Code of Ethics" and possibly elsewhere therein. That information is incorporated in this Item 10 by reference. The information required by this item with respect to our executive officers and key employees is found in Part I of this Annual Report on Form 10-K under the caption "Item 1. Business Executive Officers and Key Employees of the Company," which information is incorporated herein by reference.

Item 11. ***Executive Compensation***

We will provide information that is responsive to this Item 11 in our definitive proxy statement for our 2014 Annual General Meeting of Shareholders under the captions "Executive Compensation," "Director Compensation," "Compensation Committee Report," and possibly elsewhere therein. That information is incorporated in this Item 11 by reference.

Item 12. ***Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters***

We will provide information that is responsive to this Item 12 in our definitive proxy statement for our 2014 Annual General Meeting of Shareholders under the caption "Share Ownership of Directors, Executive Officers and Principal Shareholders" and possibly elsewhere therein. That information is incorporated in this Item 12 by reference. The information required by this item with respect to our equity compensation plan information is found in Part II of this Annual Report on Form 10-K under the caption "Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities Securities Authorized for Issuance Under Equity Compensation Plans," which information is incorporated herein by reference.

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

We will provide information that is responsive to this Item 13 in our definitive proxy statement for our 2014 Annual General Meeting of Shareholders under the captions "Corporate Governance Board Composition and Independence," "Certain Relationships and Related Party Transactions" and possibly elsewhere therein. That information is incorporated in this Item 13 by reference.

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

We will provide information that is responsive to this Item 14 in our definitive proxy statement for our 2014 Annual General Meeting of Shareholders under the caption "Appointment of Independent Auditor" and possibly elsewhere therein. That information is incorporated in this Item 14 by reference.

Table of Contents

PART IV

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

a.

(1) (2) Financial Statements and Financial Statement Schedules
See "Index to Consolidated Financial Statements" on page F-1 and Financial Statement Schedule II Valuation and Qualifying Accounts on page E-1 of this Annual Report on Form 10-K.

a.

(3) Exhibits

The exhibits listed in the accompanying index to exhibits are filed or incorporated by reference as part of this Form 10-K.

Certain of the agreements filed as exhibits to this Form 10-K contain representations and warranties by the parties to the agreements that have been made solely for the benefit of the parties to the agreement, which may have been included in the agreement for the purpose of allocating risk between the parties rather than establishing matters as facts and may have been qualified by disclosures that were made to the parties in connection with the negotiation of these agreements and not necessarily reflected in the agreements. Accordingly, the representations and warranties contained in these agreements may not describe the actual state of affairs of Bunge Limited or its subsidiaries as of the date that these representations and warranties were made or at any other time. Investors should not rely on these representations and warranties as statements of fact. Additional information about Bunge Limited and its subsidiaries may be found elsewhere in this Annual Report on Form 10-K and Bunge Limited's other public filings, which are available without charge through the SEC's website at www.sec.gov.

See "Index to Exhibits" set forth below.

Exhibit Number	Description
3.1	Memorandum of Association (incorporated by reference from the Registrant's Form F-1 (No. 333-65026) filed July 13, 2001)
3.2	Certificate of Deposit of Memorandum of Increase of Share Capital (incorporated by reference from the Registrant's Form 10-Q filed August 11, 2008)
3.3	Bye-laws, as amended May 23, 2008 (incorporated by reference from the Registrant's Form 10-Q filed August 11, 2008)
4.1	Form of Common Share Certificate (incorporated by reference from the Registrant's Form 10-K filed March 3, 2008)
4.2	Certificate of Designation for Cumulative Convertible Perpetual Preference Shares (incorporated by reference from the Registrant's Form 8-K filed November 20, 2006)
4.3	Form of Cumulative Convertible Perpetual Preference Share Certificate (incorporated by reference from the Registrant's Form 8-K filed November 20, 2006)
4.4	The instruments defining the rights of holders of the long-term debt securities of Bunge and its subsidiaries are omitted pursuant to Item 601(b)(4)(iii) of Regulation S-K. Bunge hereby agrees to furnish copies of these instruments to the Securities and Exchange Commission upon request

Table of Contents

Exhibit Number	Description
10.1	Fifth Amended and Restated Pooling Agreement, dated as of June 28, 2004, among Bunge Funding Inc., Bunge Management Services Inc., as Servicer, and The Bank of New York Mellon, as Trustee (incorporated by reference from the Registrant's Form 10-K filed February 27, 2012)
10.2	Fifth Amended and Restated Series 2000-1 Supplement, dated as of February 28, 2004, among Bunge Funding Inc., Bunge Management Services, Inc., as Servicer, Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A., "Rabobank International," New York Branch, as Letter of Credit Agent, JPMorgan Chase Bank, N.A., as Administrative Agent, The Bank of New York Mellon, as Collateral Agent and Trustee, and Bunge Asset Funding Corp., as Series 2000-1 Purchaser (incorporated by reference from the Registrant's Form 10-K filed February 27, 2012)
10.3*	Tenth Amended and Restated Liquidity Agreement, dated as of January 31, 2013, among Bunge Asset Funding Corp., the financial institutions party thereto, BNP Paribas and The Bank of Tokyo Mitsubishi UFJ, Ltd., as Documentation Agents, and JPMorgan Chase Bank, N.A., as Administrative Agent (incorporated by reference from the Registrant's Form 10-K filed March 1, 2013)
10.4	Annex X, dated as of November 17, 2011 (incorporated by reference from the Registrant's Form 8-K filed on November 23, 2011)
10.5	Seventh Amended and Restated Guaranty, dated as of November 17, 2011, by Bunge Limited, as Guarantor, to Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A., "Rabobank International," New York Branch, in its capacity as the letter of credit agent under the Letter of Credit Reimbursement Agreement for the benefit of the Letter of Credit Banks, JPMorgan Chase Bank, N.A., in its capacity as the administrative agent under the Liquidity Agreement, for the benefit of the Liquidity Banks and The Bank of New York Mellon (formerly known as The Bank of New York), in its capacity as collateral agent under the Security Agreement and as trustee under the Pooling Agreement (incorporated by reference from the Registrant's Form 8-K filed on November 23, 2011)
10.6	Facility Agreement, dated as of March 23, 2011, among Bunge Finance Europe B.V., as Borrower, ABN AMRO Bank N.V., BNP Paribas, Crédit Agricole Corporate and Investment Bank, ING Bank N.V., The Royal Bank of Scotland plc, Standard Chartered Bank, UniCredit Bank AG, New York Branch, SG Americas Securities LLC, Natixis, Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A. (trading as Rabobank International) and Lloyds TSB Bank plc, as Mandated Lead Arrangers, the financial institutions from time to time party thereto, and ABN AMRO Bank N.V., as Agent (incorporated by reference from the Registrant's Form 8-K filed on March 25, 2011)
10.7	Amended and Restated Guaranty, dated as of April 23, 2012, by Bunge Limited, as Guarantor, to ABN AMRO Bank N.V., as Agent (incorporated by reference from the Registrant's Form 10-Q filed on May 7, 2012)
10.8	Five-Year Revolving Credit Agreement, dated as of November 17, 2011, among Bunge Limited Finance Corp., as borrower, Citibank, N.A. and CoBank, ACB, as syndication agents, BNP Paribas, The Bank of Tokyo Mitsubishi UFJ, Ltd. and CoBank, ACB, as documentation agents, JPMorgan Chase Bank, N.A. as administrative agent, and certain lenders party thereto (incorporated by reference from the Registrant's Form 8-K filed on November 23, 2011)
10.9	Guaranty, dated as of November 17, 2011, by Bunge Limited to JPMorgan Chase Bank, N.A., as administrative agent under the 5-Year Revolving Credit Agreement (incorporated by reference from the Registrant's Form 8-K filed on November 23, 2011)

Table of Contents

Exhibit Number	Description
10.10	Credit Agreement, dated May 30, 2013, among Bunge Limited Finance Corp., as borrower, CoBank ACB, as administrative agent and lead arranger and certain lenders party thereto (incorporated by reference from the Registrant's Form 8-K filed June 3, 2013)
10.11	Guaranty, dated as of May 30, 2013, between Bunge Limited, as guarantor, and CoBank ACB, as administrative agent (incorporated by reference from the Registrant's Form 8-K filed June 3, 2013)
++10.12	Receivables Transfer Agreement, dated June 1, 2011, among Bunge Securitization B.V., as Seller, Bunge Finance B.V., as Master Servicer, the persons from time to time party thereto as Conduit Purchasers, the persons from time to time party thereto as Committed Purchasers, the persons from time to time party thereto as Purchaser Agents, Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A., as Administrative and Purchaser Agent, and Bunge Limited, as Performance Undertaking Provider (incorporated by reference from the Registrant's Form 10-Q/A filed on November 30, 2011)
10.13	First Amendment to Receivables Transfer Agreement, dated May 24, 2012, among Bunge Securitization B.V., as Seller, Bunge Finance B.V., as Master Servicer, the persons from time to time party thereto as Conduit Purchasers, the persons from time to time party thereto as Committed Purchasers, the persons from time to time party thereto as Purchaser Agents, Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A., as Administrative and Purchaser Agent, and Bunge Limited, as Performance Undertaking Provider (incorporated by reference from the Registrant's Form 10-Q filed on August 1, 2012)
10.14*	Second Amendment and Consent to Receivables Transfer Agreement, dated July 25, 2012, among Bunge Securitization B.V., as Seller, Bunge Finance B.V., as Master Servicer, the persons from time to time party thereto as Conduit Purchasers, the persons from time to time party thereto as Committed Purchasers, the persons from time to time party thereto as Purchaser Agents, Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A., as Administrative and Purchaser Agent, and Bunge Limited, as Performance Undertaking Provider (incorporated by reference from the Registrant's Form 10-K filed March 1, 2013)
++10.15	Third Amendment to Receivables Transfer Agreement, dated April 23, 2013, among Bunge Securitization B.V., as Seller, Bunge Finance B.V., as Master Servicer, the persons from time to time party thereto as Committed Purchasers, the persons from time to time party thereto as Purchaser Agents, Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A., as Administrative and Purchaser Agent, and Bunge Limited, as Performance Undertaking Provider (incorporated by reference from the Registrant's Form 10-Q filed on August 5, 2013)
++10.16	Fourth Amendment to Receivables Transfer Agreement, dated May 28, 2013, among Bunge Securitization B.V., as Seller, Bunge Finance B.V., as Master Servicer, the persons from time to time party thereto as Committed Purchasers, the persons from time to time party thereto as Purchaser Agents, Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A., as Administrative and Purchaser Agent, and Bunge Limited, as Performance Undertaking Provider (incorporated by reference from the Registrant's Form 10-Q filed on August 5, 2013)
++10.17	Servicing Agreement, dated June 1, 2011, among Bunge Securitization B.V., as Seller, Bunge North America Capital, Inc., as U.S. Intermediate Transferor, Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A., as Italian Intermediate Transferor, Bunge Finance B.V., as Master Servicer, the persons named therein as Sub-Servicers, and Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A., as Administrative Agent (incorporated by reference from the Registrant's Form 10-Q filed on August 9, 2011)

Exhibit Number	Description
10.18	Performance and Indemnity Agreement, dated June 1, 2011, between Bunge Limited, as Performance Undertaking Provider and Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A., as Administrative Agent (incorporated by reference from the Registrant's Form 10-Q filed on August 9, 2011)
10.19	First Amendment to Performance and Indemnity Agreement, dated May 24, 2012, between Bunge Limited, as Performance Undertaking Provider and Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A., as Administrative Agent (incorporated by reference from the Registrant's Form 10-Q filed on August 1, 2012)
10.20	Subordinated Loan Agreement, dated June 1, 2011, among Bunge Finance B.V., as Subordinated Lender, Bunge Securitization B.V., as Seller, Bunge Finance B.V., as Master Servicer, and Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A., as Administrative Agent (incorporated by reference from the Registrant's Form 10-Q filed on August 9, 2011)
++10.21	U.S. Receivables Purchase Agreement, dated June 1, 2011, among Bunge North America, Inc., Bunge Oils, Inc., Bunge North America (East), LLC, Bunge Milling, Inc., Bunge North America (OPD West), Inc., each as a Seller, respectively, Bunge Finance B.V., as Seller Agent, and Bunge North America Capital, Inc., as the Buyer (incorporated by reference from the Registrant's Form 10-Q filed on August 9, 2011)
10.22	First Amendment to U.S. Receivables Purchase Agreement, dated June 15, 2012, among Bunge North America, Inc., Bunge Oils, Inc., Bunge North America (East), LLC, Bunge Milling, Inc., Bunge North America (OPD West), Inc., each as a Seller, respectively, Bunge Finance B.V., as Seller Agent, and Bunge North America Capital, Inc., as the Buyer (incorporated by reference from the Registrant's Form 10-Q filed on August 1, 2012)
++10.23	U.S. Intermediate Transfer Agreement, dated June 1, 2011, among Bunge North America Capital, Inc., as the Transferor, Bunge Finance B.V., as the Transferor Agent, and Bunge Securitization B.V., as the Transferee (incorporated by reference from the Registrant's Form 10-Q filed on August 9, 2011)
10.24	First Amendment to U.S. Intermediate Transfer Agreement, dated June 15, 2012, among Bunge North America Capital, Inc., as the Transferor, Bunge Finance B.V., as the Transferor Agent, and Bunge Securitization B.V., as the Transferee (incorporated by reference from the Registrant's Form 10-Q filed on August 1, 2012)
10.25	Bunge Limited Equity Incentive Plan (Amended and Restated as of December 31, 2008) (incorporated by reference from the Registrant's Form 10-K filed March 2, 2009)
10.26	Form of Nonqualified Stock Option Award Agreement (effective as of 2005) under the Bunge Limited Equity Incentive Plan (incorporated by reference from the Registrant's Form 10-K filed March 15, 2006)
10.27	Form of Restricted Stock Unit Award Agreement (effective as of 2005) under the Bunge Limited Equity Incentive Plan (incorporated by reference from the Registrant's Form 8-K filed July 8, 2005)
10.28	Bunge Limited 2009 Equity Incentive Plan (incorporated by reference from the Registrant's Definitive Proxy Statement filed April 3, 2009)
10.29	Form of Nonqualified Stock Option Award Agreement under the 2009 Bunge Limited Equity Incentive Plan (incorporated by reference from the Registrant's Form 10-K filed March 1, 2011)

Table of Contents

Exhibit Number	Description
10.30	Form of Restricted Stock Unit Award Agreement under the 2009 Bunge Limited Equity Incentive Plan (incorporated by reference from the Registrant's Form 10-K filed March 1, 2011)
10.31	Form of Performance Based Restricted Stock Unit-Target EPS Award Agreement under the 2009 Bunge Limited Equity Incentive Plan (incorporated by reference from the Registrant's Form 10-K filed March 1, 2011)
10.32	Bunge Limited Non-Employee Directors' Equity Incentive Plan (Amended and Restated as of February 25, 2005) (incorporated by reference from the Registrant's Form 10-K filed March 16, 2005)
10.33	Bunge Limited 2007 Non-Employee Directors' Equity Incentive Plan (Amended and Restated as of December 31, 2008) (incorporated by reference from the Registrant's Form 10-K filed March 2, 2009)
10.34	Form of Deferred Restricted Stock Unit Award Agreement (effective as of 2007) under the Bunge Limited 2007 Non-Employee Directors' Equity Incentive Plan (incorporated by reference from the Registrant's Form 10-K filed March 3, 2008)
10.35	Form of Restricted Stock Unit Award Agreement under the Bunge Limited 2007 Non-Employee Directors' Equity Incentive Plan (incorporated by reference from the Registrant's Form 10-K filed March 1, 2010)
10.36	Form of Nonqualified Stock Option Award Agreement (effective as of 2005) under the Bunge Limited Non-Employee Directors' Equity Incentive Plan (incorporated by reference from the Registrant's Form 10-K filed March 15, 2006)
10.37	Bunge Limited Deferred Compensation Plan for Non-Employee Directors (Amended and Restated as of December 31, 2008) (incorporated by reference from the Registrant's Form 10-K filed March 2, 2009)
10.38	Bunge Excess Benefit Plan (Amended and Restated as of January 1, 2009) (incorporated by reference from the Registrant's Form 10-K filed March 2, 2009)
10.39	Bunge Excess Contribution Plan (Amended and Restated as of January 1, 2009) (incorporated by reference from the Registrant's Form 10-K filed March 2, 2009)
10.40	Bunge U.S. SERP (Amended and Restated as of January 1, 2011) (incorporated by reference from the Registrant's Form 10-K filed March 1, 2011)
10.41	Bunge Limited Employee Deferred Compensation Plan (effective January 1, 2008) (incorporated by reference from the Registrant's Form 10-K filed March 2, 2009)
10.42	Bunge Limited Annual Incentive Plan (effective January 1, 2011) (incorporated by reference from the Registrant's Definitive Proxy Statement filed April 16, 2010)
10.43*	Description of Non-Employee Directors' Compensation (effective as of January 1, 2014)
10.44	Employment Agreement (Amended and Restated as of February 6, 2013) between Bunge Limited and Alberto Weisser (incorporated by reference from the Registrant's Form 8-K filed February 7, 2013)
10.45	Offer Letter, dated as of February 1, 2008, for Vicente Teixeira (incorporated by reference from the Registrant's Form 10-Q filed May 12, 2008)
10.46	Offer Letter, amended and restated as of December 31, 2008, for Andrew J. Burke (incorporated by reference from the Registrant's Form 10-K filed March 2, 2009)

Table of Contents

Exhibit Number	Description
10.47	Compensation Letter to Andrew J. Burke, dated August 3, 2011 (incorporated by reference from the Registrant's Form 10-Q filed on August 9, 2011)
10.48	Offer Letter, amended and restated as of February 1, 2009, for D. Benedict Pearcy (incorporated by reference from the Registrant's Form 10-Q filed May 10, 2010)
10.49	Offer Letter, dated as of June 14, 2011, for Gordon Hardie (incorporated by reference from the Registrant's Form 10-Q filed on August 9, 2011)
10.50	Offer Letter, dated as of September 24, 2010, for Raul Padilla (incorporated by reference from the Registrant's Form 10-Q filed on November 9, 2011)
10.51	Offer Letter, dated as of May 11, 2012, for Frank R. Jimenez (incorporated by reference from the Registrant's Form 10-Q filed on May 3, 2013)
10.52	Employment Agreement, dated as of February 6, 2013, between Bunge Limited and Soren Schroder (incorporated by reference from the Registrant's Form 8-K filed February 7, 2013)
12.1*	Computation of Ratio of Earnings to Fixed Charges
21.1*	Subsidiaries of the Registrant
23.1*	Consent of Deloitte & Touche LLP
31.1*	Certification of Bunge Limited's Chief Executive Officer pursuant to Section 302 of the Sarbanes Oxley Act
31.2*	Certification of Bunge Limited's Chief Financial Officer pursuant to Section 302 of the Sarbanes Oxley Act
32.1*	Certification of Bunge Limited's Chief Executive Officer pursuant to Section 906 of the Sarbanes Oxley Act
32.2*	Certification of Bunge Limited's Chief Financial Officer pursuant to Section 906 of the Sarbanes Oxley Act
101**	The following financial information from Bunge Limited's Annual Report on Form 10-K for the fiscal year ended December 31, 2013 formatted in Extensible Business Reporting Language (XBRL): (i) the Consolidated Statements of Income, (ii) the Consolidated Balance Sheets, (iii) the Consolidated Statements of Cash Flows, (iv) the Consolidated Statements of Shareholders' Equity, (v) the Notes to the Consolidated Financial Statements and (vi) Schedule II Valuation and Qualifying Accounts.

---

* Filed herewith.

** Users of this interactive data file are advised pursuant to Rule 406T of Regulation S-T that this interactive data file is deemed not filed or part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

++ Portions of this exhibit have been omitted and filed separately with the Securities and Exchange Commission as part of an application for confidential treatment pursuant to Rule 24b-2 of the Securities Exchange Act of 1934, as amended.

Table of Contents

BUNGE LIMITED
Schedule II Valuation and Qualifying Accounts
(US$ in millions)

Description	Balance at beginning of period	Charged to costs and expenses	Charged to other accounts[b]	Deductions from reserves	Balance at end of period
FOR THE YEAR ENDED DECEMBER 31, 2011					
Allowances for doubtful accounts[a]	$ 300	62	(23)	(92)[c]	$ 247
Allowances for secured advances to suppliers	$ 87	6	(9)	(11)	$ 73
Allowances for recoverable taxes	$ 118	14	(6)	(28)	$ 98
Income tax valuation allowances	$ 245	(11)	(47)[d]		$ 187
FOR THE YEAR ENDED DECEMBER 31, 2012					
Allowances for doubtful accounts[a]	$ 247	129	(12)	(72)[c]	$ 292
Allowances for secured advances to suppliers	$ 73	41	(7)	(29)	$ 78
Allowances for recoverable taxes	$ 98	61	(44)	(10)	$ 105
Income tax valuation allowances	$ 187	257	11[d]		$ 455
FOR THE YEAR ENDED DECEMBER 31, 2013					
Allowances for doubtful accounts[a]	$ 292	73	(18)	(64)[c]	$ 283
Allowances for secured advances to suppliers	$ 78	34	(10)	(27)	$ 75
Allowances for recoverable taxes	$ 105	19	(2)	(52)	$ 70
Income tax valuation allowances	$ 455	642	(49)[d]		$ 1,048

(a) This includes an allowance for doubtful accounts for current and non-current trade accounts receivables.

(b) This consists primarily of foreign exchange translation adjustments.

(c) Such amounts include write-offs of uncollectible accounts and recoveries.

(d) This includes a deferred tax asset adjustment.

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

	Page
Consolidated Financial Statements	
Report of Independent Registered Public Accounting Firm	F-2
Consolidated Statements of Income for the Years Ended December 31, 2013, 2012 and 2011	F-3
Consolidated Statements of Comprehensive Income (Loss) for the Years Ended December 31, 2013, 2012 and 2011	F-4
Consolidated Balance Sheets at December 31, 2013 and 2012	F-5
Consolidated Statements of Cash Flows for the Years Ended December 31, 2013, 2012 and 2011	F-6
Consolidated Statements of Changes in Equity and Redeemable Noncontrolling Interests for the Years Ended December 31, 2013, 2012 and 2011	F-7
Notes to the Consolidated Financial Statements	F-8

Table of Contents

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of
Bunge Limited
White Plains, New York

We have audited the accompanying consolidated balance sheets of Bunge Limited and subsidiaries (the "Company") as of December 31, 2013 and 2012, and the related consolidated statements of income, comprehensive income (loss), changes in equity and redeemable noncontrolling interests, and cash flows for each of the three years in the period ended December 31, 2013. Our audits also included the financial statement schedule listed in the Index at Item 15. These financial statements and the financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements and the financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Bunge Limited and subsidiaries as of December 31, 2013 and 2012, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2013, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2013, based on the criteria established in *Internal Control Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 28, 2014 expressed an unqualified opinion on the Company's internal control over financial reporting.

/s/ DELOITTE & TOUCHE LLP

New York, New York
February 28, 2014

Table of Contents

BUNGE LIMITED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME

(U.S. dollars in millions, except per share data)

	Year Ended December 31,		
	2013	**2012**	**2011**
Net sales	**$ 61,347**	$ 60,991	$ 56,097
Cost of goods sold	**(58,587)**	(58,418)	(53,470)
Gross profit	**2,760**	2,573	2,627
Selling, general and administrative expenses	**(1,559)**	(1,563)	(1,436)
Interest income	**76**	53	96
Interest expense	**(363)**	(294)	(295)
Foreign exchange gains (losses)	**53**	88	(16)
Other income (expense) net	**44**	(92)	7
Goodwill impairment (Note 8)		(514)	
Gains on sales of investments in affiliates	**3**	85	37
Gain on acquisition of controlling interests		36	
Income from continuing operations before income tax	**1,014**	372	1,020
Income tax (expense) benefit	**(904)**	6	(55)
Income from continuing operations	**110**	378	965
Income (loss) from discontinued operations, net of tax (including pre-tax gain on disposal of $148 million in 2013) (Note 3)	**97**	(342)	(25)
Net income	**207**	36	940
Net (income) loss attributable to noncontrolling interests	**99**	28	2
Net income attributable to Bunge	**306**	64	942
Convertible preference share dividends and other obligations	**(76)**	(36)	(34)
Net income available to Bunge common shareholders	**$ 230**	$ 28	$ 908
Earnings per common share basic (Note 25)			
Net income (loss) from continuing operations	**$ 0.91**	$ 2.53	$ 6.37
Net income (loss) from discontinued operations	**0.66**	(2.34)	(0.17)
Net income (loss) to Bunge common shareholders	**$ 1.57**	$ 0.19	$ 6.20

Earnings per common share diluted (Note 25)						
Net income (loss) from continuing operations	**$**	**0.90**	$	2.51	$	6.23
Net income (loss) from discontinued operations		**0.65**		(2.32)		(0.16)
Net income (loss) to Bunge common shareholders	**$**	**1.55**	$	0.19	$	6.07

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents

BUNGE LIMITED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(U.S. dollars in millions)

	Year Ended December 31,		
	2013	**2012**	**2011**
Net income	**$ 207**	$ 36	$ 940
Other comprehensive income (loss):			
Foreign exchange translation adjustment	**(1,212)**	(797)	(1,161)
Unrealized gains (losses) on designated cash flow and net investment hedges, net of tax (expense) benefit $11, $(3), $(4)		5	5
Unrealized gains (losses) on investments, net of tax (expense) benefit $(2), $(1), $0	**5**	11	
Reclassification of realized net (gains) losses to net income, net of tax expense (benefit) $(5), $(12), $15	**(38)**	22	(27)
Pension adjustment, net of tax (expense) benefit $(45), $14, $20	**88**	(33)	(41)
Total other comprehensive income (loss)	**(1,157)**	(792)	(1,224)
Total comprehensive income (loss)	**(950)**	(756)	(284)
Less: Comprehensive (income) loss attributable to noncontrolling interests	**94**	20	33
Total comprehensive income (loss) attributable to Bunge	**$ (856)**	$ (736)	$ (251)

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents

BUNGE LIMITED AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(U.S. dollars in millions, except share data)

	December 31, 2013	December 31, 2012
ASSETS		
Current assets:		
Cash and cash equivalents	**$ 742**	$ 569
Time deposits under trade structured finance program (Note 4)	**4,470**	3,048
Trade accounts receivable (less allowance of $123 and $125) (Note 18)	**2,144**	2,471
Inventories (Note 5)	**5,796**	6,590
Deferred income taxes (Note 14)	**183**	108
Current assets held for sale (Note 3)	**55**	660
Other current assets (Note 6)	**4,382**	3,818
Total current assets	**17,772**	17,264
Property, plant and equipment, net (Note 7)	**6,075**	5,888
Goodwill (Note 8)	**392**	351
Other intangible assets, net (Note 9)	**326**	295
Investments in affiliates (Note 11)	**241**	273
Deferred income taxes (Note 14)	**564**	1,213
Non-current assets held for sale (Note 3)	**46**	250
Other non-current assets (Note 12)	**1,365**	1,746
Total assets	**$ 26,781**	$ 27,280
LIABILITIES AND EQUITY		
Current liabilities:		
Short-term debt (Note 16)	**$ 703**	$ 1,598
Current portion of long-term debt (Note 17)	**762**	719
Letter of credit obligations under trade structured finance program (Note 4)	**4,470**	3,048
Trade accounts payable	**3,522**	3,319
Deferred income taxes (Note 14)	**60**	86
Current liabilities held for sale (Note 3)		297
Other current liabilities (Note 13)	**3,018**	2,494
Total current liabilities	**12,535**	11,561
Long-term debt (Note 17)	**3,179**	3,532
Deferred income taxes (Note 14)	**185**	84
Non-current liabilities held for sale (Note 3)		13
Other non-current liabilities	**757**	797
Commitments and contingencies (Note 22)		
Redeemable noncontrolling interests (Note 23)	**37**	38

Equity (Note 24):		
Convertible perpetual preference shares, par value $.01; authorized, issued and outstanding: 2013 and 2012 6,900,000 shares (liquidation preference $100 per share)	**690**	690
Common shares, par value $.01; authorized 400,000,000 shares; issued and outstanding 2013 147,796,784 shares, 2012 146,348,499 shares	**1**	1
Additional paid-in capital	**4,967**	4,909
Retained earnings	**6,891**	6,792
Accumulated other comprehensive income (loss)	**(2,572)**	(1,410)
Treasury shares, at cost (2013 and 2012 1,933,286 shares)	**(120)**	(120)
Total Bunge shareholders' equity	**9,857**	10,862
Noncontrolling interests	**231**	393
Total equity	**10,088**	11,255
Total liabilities and equity	**$ 26,781**	$ 27,280

The accompanying notes are an integral part of these consolidated financial statements.

BUNGE LIMITED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(U.S. dollars in millions)

	Year Ended December 31,		
	2013	**2012**	**2011**
OPERATING ACTIVITIES			
Net income	**$ 207**	$ 36	$ 940
Adjustments to reconcile net income to cash provided by (used for) operating activities:			
Goodwill and other impairment charges	**35**	574	3
Foreign exchange loss (gain) on debt	**(48)**	(74)	113
Gain on sale of Brazilian fertilizer distribution business	**(148)**		
Gains on sales of investments in affiliates	**(3)**	(85)	(37)
Gain on acquisition of controlling interest		(36)	
Bad debt expense	**26**	115	40
Depreciation, depletion and amortization	**568**	570	526
Stock-based compensation expense	**53**	44	49
Gains on sales of property, plant and equipment	**(29)**	(36)	(17)
Deferred income tax expense/(benefit)	**460**	(35)	(217)
Equity in earnings of affiliates	**15**	35	(7)
Other	**14**	3	2
Changes in operating assets and liabilities, excluding the effects of acquisitions:			
Trade accounts receivable	**148**	(373)	267
Inventories	**238**	(1,567)	530
Secured advances to suppliers	**(216)**	(217)	(126)
Trade accounts payable	**436**	554	(295)
Advances on sales	**309**	38	(15)
Net unrealized gain/loss on derivative contracts	**(71)**	(112)	622
Margin deposits	**57**	(8)	573
Recoverable and income taxes, net	**128**	(7)	(270)
Accrued liabilities	**(6)**	177	(67)
Other net	**52**	(53)	
Cash provided by (used for) operating activities	**2,225**	(457)	2,614
INVESTING ACTIVITIES			
Payments made for capital expenditures	**(1,042)**	(1,095)	(1,125)
Acquisitions of businesses (net of cash acquired)	**(355)**	(298)	(192)
Proceeds from the sale of Brazilian fertilizer distribution business	**750**		
Proceeds from investments	**134**	108	95
Payments for investments	**(68)**	(83)	(55)
Proceeds from disposals of property, plant and equipment	**11**	28	141
Change in restricted cash	**137**	45	(43)
Proceeds from sales of investments in affiliates	**47**	483	
Payments for investments in affiliates	**(40)**	(125)	(44)
Other	**(3)**	(30)	3
Cash provided by (used for) investing activities	**(429)**	(967)	(1,220)
FINANCING ACTIVITIES			
Net change in short-term debt with maturities of 90 days or less	**(1,153)**	630	(43)
Proceeds from short-term debt with maturities greater than 90 days	**934**	1,574	710
Repayments of short-term debt with maturities greater than 90 days	**(737)**	(1,385)	(1,686)
Proceeds from long-term debt	**8,118**	5,295	2,989
Repayments of long-term debt	**(8,480)**	(4,746)	(2,794)
Proceeds from sale of common shares	**43**	23	23
Repurchases of common shares			(120)
Dividends paid to preference shareholders	**(34)**	(34)	(34)
Dividends paid to common shareholders	**(167)**	(151)	(140)

Dividends paid to noncontrolling interests	**(3)**	(7)	(12)
Capital contributions (return of capital) from noncontrolling interests, net	**(82)**	14	73
Financing related fees	**(4)**	(7)	(26)
Cash provided by (used for) financing activities	**(1,565)**	1,206	(1,060)
Effect of exchange rate changes on cash and cash equivalents	**(60)**	(46)	(77)
Net increase (decrease) in cash and cash equivalents	**171**	(264)	257
Change in cash related to assets held for sale	**2**	(2)	
Cash and cash equivalents, beginning of period	**569**	835	578
Cash and cash equivalents, end of period	**$ 742**	$ 569	$ 835

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents

BUNGE LIMITED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY AND REDEEMABLE NONCONTROLLING INTERESTS

(U.S. dollars in millions, except share data)

	Redeemable Noncontrolling Interests	Convertible Preference Shares		Common Shares		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss) (Note 24)	Treasury Shares	Noncontrolling Interests	Total Equity
		Shares	Amount	Shares	Amount						
Balance, January 1, 2011	$	6,900,000	$ 690	146,635,083	$ 1	$ 4,793	$ 6,153	$ 583	$	$ 334	$ 12,554
Net income (loss)							942			(2)	940
Other comprehensive income (loss)								(1,193)		(31)	(1,224)
Dividends on common shares							(144)				(144)
Dividends on preference shares							(34)				(34)
Dividends to noncontrolling interests on subsidiary common stock										(18)	(18)
Return of capital to noncontrolling interests										(21)	(21)
Capital contributions from noncontrolling interests										95	95
Acquisition of noncontrolling interests (Note 2)						(31)				11	(20)
Stock-based compensation expense						49					49
Repurchase of common shares				(1,933,286)					(120)		(120)
Issuance of common shares:											
stock options and award plans, net of shares withheld for taxes				908,232		18					18
Balance, December 31, 2011	$	6,900,000	$ 690	145,610,029	$ 1	$ 4,829	$ 6,917	$ (610)	$ (120)	$ 368	$ 12,075
Net income (loss)	(10)						64			(28)	36
Accretion of noncontrolling interests	2					2					2
Other comprehensive income (loss)								(800)		8	(792)
Dividends on common shares							(155)				(155)
Dividends on preference shares							(34)				(34)
Dividends to noncontrolling interests on subsidiary common stock										(8)	(8)
Capital contributions from noncontrolling interests	1									13	13
Acquisition of noncontrolling interests (Note 2)	45									40	40
Reversal of uncertain tax positions						12					12
Stock-based compensation expense						44					44
Issuance of common shares:											
stock options and award plans, net of shares withheld for taxes				738,470		22					22
Balance, December 31, 2012	$ 38	6,900,000	$ 690	146,348,499	$ 1	$ 4,909	$ 6,792	$ (1,410)	$ (120)	$ 393	$ 11,255
Net income (loss)	(34)						306			(99)	207
Accretion of noncontrolling interests	42					(42)					(42)
Other comprehensive income (loss)								(1,162)		5	(1,157)
Dividends on common shares							(173)				(173)
Dividends on preference shares							(34)				(34)
										(3)	(3)

Dividends to noncontrolling interests on subsidiary common stock											
Return of capital to noncontrolling interests	(9)					(8)				(65)	(73)
Reversal of uncertain tax positions						13					13
Stock-based compensation expense						53					53
Issuance of common shares:											
stock options and award plans, net of shares withheld for taxes				1,448,285		42					42
Balance, December 31, 2013	**$ 37**	**6,900,000**	**$ 690**	**147,796,784**	**$ 1**	**$ 4,967**	**$ 6,891**	**$ (2,572)**	**$ (120)**	**$ 231**	**$ 10,088**

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents

BUNGE LIMITED AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. Nature of Business, Basis of Presentation, and Significant Accounting Policies

Description of Business Bunge Limited, a Bermuda holding company, together with its consolidated subsidiaries and variable interest entities (VIEs) in which it is considered the primary beneficiary, through which its businesses are conducted (collectively Bunge), is an integrated, global agribusiness and food company. Bunge's common shares trade on the New York Stock Exchange under the ticker symbol "BG." Bunge operates in four principal business areas, which include five reportable segments: agribusiness, sugar and bioenergy, edible oil products, milling products and fertilizer.

Agribusiness Bunge's agribusiness segment is an integrated business involved in the purchase, storage, transport, processing and sale of agricultural commodities and commodity products. Bunge's agribusiness operations and assets are located in North America, South America, Europe and Asia with merchandising and distribution offices throughout the world.

Bunge's agribusiness segment also participates in related financial activities, such as offering trade structured finance, which leverages its international trade flows, providing risk management services to customers by assisting them with managing price exposure to agricultural commodities and developing private investment vehicles to invest in businesses complementary to Bunge's commodities operations.

Sugar and Bioenergy Bunge's sugar and bioenergy segment includes its global sugar merchandising and distribution activities, sugar and ethanol production in Brazil, and ethanol production investments. This segment is an integrated business involved in the growing and harvesting of sugarcane from land owned or managed through agricultural partnership agreements and additional sourcing of sugarcane from third parties to be processed at its eight mills in Brazil to produce sugar, ethanol and electricity. The sugar and bioenergy segment is also a merchandiser and distributor of sugar and ethanol within Brazil and a global merchandiser and distributor of sugar through its global trading offices. In addition, the segment includes investments in corn-based ethanol producers in the United States and Argentina.

Edible oil products Bunge's edible oil products segment produces and sells edible oil products, such as packaged and bulk oils, shortenings, margarine, mayonnaise and other products derived from the vegetable oil refining process. Bunge's edible oil products operations are located in North America, Europe, Brazil, Argentina, China and India.

Milling products Bunge's milling products segment includes wheat, corn and rice milling businesses, which purchase wheat, corn and rice directly from growers and dealers and process them into milled products for food processors, bakeries, brewers, snack food producers and other customers. Bunge's wheat milling activities are primarily in Brazil and Mexico. Corn and rice milling activities are in the United States.

Fertilizer Bunge's fertilizer segment operates as a producer and blender of NPK (nitrogen, phosphate and potassium) fertilizer formulas, including phosphate based liquid and solid nitrogen fertilizers through our operations in Argentina to farmers and distributors in Argentina, Uruguay, Paraguay and Bolivia.

Historically, Bunge was involved in every stage of the fertilizer business in Brazil, from mining of phosphate-based raw materials to the sale of blended fertilizer products. In May 2010, Bunge sold its fertilizer nutrients assets in Brazil, including its phosphate mining assets and its investment in Fosfertil S.A., a phosphate and nitrogen producer. On August 8, 2013, Bunge sold its Brazilian fertilizer distribution business, including blending facilities, brands and warehouses to Yara International ASA (Yara), for $750 million in cash. As a result of the transaction, Bunge will no longer have

BUNGE LIMITED AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

1. Nature of Business, Basis of Presentation, and Significant Accounting Policies (Continued)

significant ongoing cash flows related to the Brazilian fertilizer business or any significant ongoing participation in the operations of this business (see Note 3).

Basis of Presentation The consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States of America (GAAP).

Discontinued Operations In determining whether a group of assets disposed (or to be disposed) of should be presented as discontinued operations, Bunge makes a determination of whether the group of assets being disposed of comprises a component of the entity; that is, whether it has historical operations and cash flows that can be clearly distinguished (both operationally and for financial reporting purposes). Bunge also determines whether the cash flows associated with the group of assets have been or will be significantly eliminated from the ongoing operations of Bunge as a result of the disposal transaction and whether Bunge has no significant continuing involvement in the operations of the group of assets after the disposal transaction. If these determinations are made affirmatively, the results of operations of the group of assets being disposed of (as well as any gain or loss on the disposal transaction) are aggregated for separate presentation apart from the continuing operations of the Company for all periods presented in the consolidated financial statements (see Note 3).

Principles of Consolidation The accompanying consolidated financial statements include the accounts of Bunge, its subsidiaries and VIEs in which Bunge is considered to be the primary beneficiary, and as a result, include the assets, liabilities, revenues and expenses of all entities over which Bunge exercises control. Equity investments in which Bunge has the ability to exercise significant influence but does not control are accounted for by the equity method of accounting. Investments in which Bunge does not exercise significant influence are accounted for by the cost method of accounting. Intercompany accounts and transactions are eliminated. Bunge consolidates VIEs in which it is considered the primary beneficiary and reconsiders such conclusion at each reporting period. An enterprise is determined to be the primary beneficiary if it has a controlling financial interest under GAAP, defined as (a) the power to direct the activities of a VIE that most significantly impact the VIE's business and (b) the obligation to absorb losses of or the right to receive benefits from the VIE that could potentially be significant to the VIE's operations. Performance of that analysis requires the exercise of judgment. Where Bunge has an interest in an entity that has qualified for the deferral of the consolidation rules, it follows consolidation rules prior to January 1, 2010. These rules require an analysis to (a) determine whether an entity in which Bunge has a variable interest is a VIE and (b) whether Bunge's involvement, through the holding of equity interests directly or indirectly in the entity or contractually through other variable interests, would be expected to absorb a majority of the variability of the entity. This latter evaluation resulted in the consolidation of certain private equity and other investment funds (the consolidated funds) related to an asset management business acquisition completed in 2012.

The consolidated funds are, for GAAP purposes, investment companies and therefore are not required to consolidate their majority owned and controlled investments. Rather, Bunge reflects these investments at fair value. In addition, certain of these consolidated funds have limited partner investors with investments in the form of equity, which are accounted for as noncontrolling interests and investments in the form of debt for which Bunge has elected the fair value option (see Note 2).

Noncontrolling interests in subsidiaries related to Bunge's ownership interests of less than 100% are reported as noncontrolling interests in the consolidated balance sheets. The noncontrolling

BUNGE LIMITED AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

1. Nature of Business, Basis of Presentation, and Significant Accounting Policies (Continued)

ownership interests in Bunge's earnings, net of tax, is reported as net (income) loss attributable to noncontrolling interests in the consolidated statements of income.

Reclassifications Certain prior year amounts have been reclassified to conform to current year presentation.

Use of Estimates The preparation of consolidated financial statements requires the application of accounting policies that often involve substantial judgment or estimation in their application. These judgments and estimations may significantly affect reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. They may also affect reported amounts of revenues and expenses. The policies Bunge considers to be most dependent on the application of estimates and assumptions include allowances for doubtful accounts, valuation allowances for recoverable taxes and deferred tax assets, impairment of long-lived assets and unconsolidated affiliates, restructuring charges, useful lives of property, plant and equipment and intangible assets, contingent liabilities, liabilities for unrecognized tax benefits and pension plan obligations. In addition, significant management estimates and assumptions are required in allocating the purchase price paid in business acquisitions to the assets and liabilities acquired (see Note 2) and the determination of fair values of Level 3 assets and liabilities (see Note 15).

Translation of Foreign Currency Financial Statements Bunge's reporting currency is the U.S. dollar. The functional currency of the majority of Bunge's foreign subsidiaries is their local currency and, as such, amounts included in the consolidated statements of income, comprehensive income (loss), cash flows and changes in equity are translated using average exchange rates during each period. Assets and liabilities are translated at period-end exchange rates and resulting foreign exchange translation adjustments are recorded in the consolidated balance sheets as a component of accumulated other comprehensive income (loss).

Foreign Currency Transactions Monetary assets and liabilities denominated in currencies other than the functional currency are remeasured into their respective functional currencies at exchange rates in effect at the balance sheet date. The resulting exchange gain or loss is included in Bunge's consolidated statements of income as foreign exchange gain (loss) unless the remeasurement gain or loss relates to an intercompany transaction that is of a long-term investment nature and for which settlement is not planned or anticipated in the foreseeable future. Gains or losses arising from translation of such transactions are reported as a component of accumulated other comprehensive income (loss) in Bunge's consolidated balance sheets.

Cash and Cash Equivalents Cash and cash equivalents include time deposits and readily marketable securities with original maturity dates of three months or less at the time of acquisition.

Trade Accounts Receivable and Secured Advances to Suppliers Accounts receivable and secured advances to suppliers are stated at their historical carrying amounts net of write-offs and allowances for uncollectible accounts. Bunge establishes an allowance for uncollectible trade accounts receivable and secured advances to farmers based on historical experience, farming economics and other market conditions as well as specific customer collection issues. Uncollectible accounts are written off when a settlement is reached for an amount below the outstanding historical balance or when Bunge has determined that collection is unlikely.

BUNGE LIMITED AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

1. Nature of Business, Basis of Presentation, and Significant Accounting Policies (Continued)

Secured advances to suppliers bear interest at contractual rates which reflect current market interest rates at the time of the transaction. There are no deferred fees or costs associated with these receivables. As a result, there are no imputed interest amounts to be amortized under the interest method. Interest income is calculated based on the terms of the individual agreements and is recognized on an accrual basis.

Bunge follows accounting guidance on the disclosure of the credit quality of financing receivables and the allowance for credit losses which requires information to be disclosed at disaggregated levels, defined as portfolio segments and classes.

Under this guidance, a class of receivables is considered impaired, based on current information and events, if Bunge determines it probable that all amounts due under the original terms of the receivable will not be collected. Recognition of interest income is suspended once the farmer defaults on the originally scheduled delivery of agricultural commodities as the collection of future income is determined not to be probable. No additional interest income is accrued from the point of default until ultimate recovery, at which time amounts collected are credited first against the receivable and then to any unrecognized interest income.

Inventories Readily marketable inventories are agricultural commodity inventories that are readily convertible to cash because of their commodity characteristics, widely available markets and international pricing mechanisms. The majority of Bunge's readily marketable inventories are valued at fair value. These agricultural commodity inventories have quoted market prices in active markets, may be sold without significant further processing and have predictable and insignificant disposal costs. Changes in the fair values of merchandisable agricultural commodities inventories are recognized in earnings as a component of cost of goods sold. Also included in readily marketable inventories is sugar produced by our sugar mills in Brazil; these inventories are stated at the lower of average cost or market.

Inventories other than readily marketable inventories are stated at the lower of cost or market by inventory product class. Cost is determined using primarily the weighted-average cost method.

Derivative Instruments and Hedging Activities Bunge enters into derivative instruments to manage its exposure to movements associated with agricultural commodity prices, transportation costs, foreign currency exchange rates, interest rates and energy costs. Bunge's use of these instruments is generally intended to mitigate the exposure to market variables (see Note 15).

Generally, derivative instruments are recorded at fair value in other current assets or other current liabilities in Bunge's consolidated balance sheets. Bunge assesses, both at the inception of a hedge and on an ongoing basis, whether any derivatives designated as hedges are highly effective in offsetting changes in the hedged items. The effective and ineffective portions of changes in fair values of derivative instruments designated as fair value hedges, along with the gains or losses on the related hedged items are recorded in earnings in the consolidated statements of income in the same caption as the hedged items. The effective portion of changes in fair values of derivative instruments that are designated as cash flow hedges are recorded in accumulated other comprehensive income (loss) and are reclassified to earnings when the hedged cash flows are realized or when the hedge is no longer considered to be effective. In addition, Bunge may designate certain derivative instruments as net investment hedges to hedge the exposure associated with its equity investments in foreign operations. The effective portions of changes in the fair values of net investment hedges, which are evaluated based

Table of Contents

BUNGE LIMITED AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

1. Nature of Business, Basis of Presentation, and Significant Accounting Policies (Continued)

on forward rates, are recorded in the foreign exchange translation adjustment component of accumulated other comprehensive income (loss) in the consolidated balance sheets and the ineffective portions of such derivative instruments are recorded in foreign exchange gains (losses) in the consolidated statements of income.

Recoverable Taxes Recoverable taxes include value-added taxes paid upon the acquisition of raw materials and taxable services and other transactional taxes which can be recovered in cash or as compensation against income taxes or other taxes owed by Bunge, primarily in Brazil. These recoverable tax payments are included in other current assets or other non-current assets based on their expected realization. In cases where Bunge determines that recovery is doubtful, recoverable taxes are reduced by allowances for the estimated unrecoverable amounts.

Property, Plant and Equipment, Net Property, plant and equipment, net is stated at cost less accumulated depreciation and depletion. Major improvements that extend the life, capacity or efficiency or improve the safety of an asset are capitalized, while maintenance and repairs are expensed as incurred. Costs related to legal obligations associated with the future retirement of capitalized assets are capitalized as part of the cost of the related asset. Bunge generally capitalizes eligible costs to acquire or develop internal-use software that are incurred during the application development stage. Interest costs on borrowings during construction/completion periods of major capital projects are also capitalized.

Included in property, plant and equipment are biological assets, primarily sugarcane, that are stated at cost less accumulated depletion. Depletion is calculated using the estimated units of production based on the remaining useful life of the growing sugarcane. Depreciation is computed based on the straight line method over the estimated useful lives of the assets.

Useful lives for property, plant and equipment are as follows:

	Years
Biological assets	5 - 6
Buildings	10 - 50
Machinery and equipment	7 - 20
Furniture, fixtures and other	3 - 20
Computer software	3 - 10

Goodwill Goodwill represents the cost in excess of the fair value of net assets acquired in a business acquisition. Goodwill is not amortized but is tested annually for impairment or between annual tests if events or circumstances indicate potential impairment. Bunge's annual impairment testing is generally performed during the fourth quarter of its fiscal year.

Goodwill is tested for impairment at the reporting unit level. For the majority of Bunge's recorded goodwill, the reporting unit is equivalent to Bunge's reportable segments (see Note 8).

Impairment of Property, Plant and Equipment and Finite-Lived Intangible Assets Finite-lived intangible assets include primarily trademarks, customer lists and port facility usage rights and are amortized on a straight-line basis over their contractual or legal lives (see Note 9) or their estimated useful lives where such lives are not determined by law or contract.

Table of Contents

BUNGE LIMITED AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

1. Nature of Business, Basis of Presentation, and Significant Accounting Policies (Continued)

Bunge reviews its property, plant and equipment and finite-lived intangible assets for impairment whenever events or changes in circumstances indicate that carrying amounts may not be recoverable. Bunge bases its evaluation of recoverability on such indicators as the nature, future economic benefits and geographic locations of the assets, historical or future profitability measures and other external market conditions. If these indicators result in the expected non-recoverability of the carrying amount of an asset or asset group, Bunge evaluates potential impairment using undiscounted estimat