

Bunge LTD
Form DEF 14A
April 13, 2017
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)
Filed by the Registrant x

Filed by a Party other than the Registrant o

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

BUNGE LIMITED

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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- No fee required.
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 - (3) Filing Party:
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-

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Notice of Annual General Meeting
of Shareholders and
2017 Proxy Statement
April 13, 2017

Bunge Limited
50 Main Street
White Plains, New York, 10606
U.S.A

April 13, 2017

Dear Shareholder:

You are cordially invited to attend our Annual General Meeting of Shareholders, which will be held on Thursday, May 25, 2017 at 10:00 am, Eastern Time, at the Sofitel Hotel, 45 West 44th Street, in New York City. The proxy statement contains important information about the Annual General Meeting, the proposals we will consider and how you can vote your shares.

Over the past year, we weathered a challenging industry environment well and made progress in executing on our strategy through acquisitions that aim to create sustainable, long-term value for our shareholders. We also continued our focus on efficiency and capital allocation, returning over \$450 million to shareholders through dividends and share repurchases. As we go about this work, a key priority of our Board and management is ensuring robust outreach and engagement with our shareholders on the topics that matter most to them. We view our proxy statement as an important piece of our shareholder communications program. We encourage you to carefully review the information in the proxy statement as well as our annual report.

Your vote is very important to us. We encourage you to vote as soon as possible, regardless of whether you will attend the Annual General Meeting. This will help us ensure that your vote is represented at the Annual General Meeting. As we look ahead, we are excited about the tremendous value creation opportunities in front of us as our dedicated management team continues to execute on our business strategy. On behalf of the Board of Directors and the management of Bunge, I extend our appreciation for your investment in Bunge. We look forward to seeing you at the Annual General Meeting.

L. Patrick Lupo
Chairman of the Board of Directors

Bunge Limited
50 Main Street
White Plains, New York, 10606
U.S.A

NOTICE OF
ANNUAL GENERAL MEETING OF SHAREHOLDERS

Bunge Limited's 2017 Annual General Meeting of Shareholders will be held on May 25, 2017 at 10:00 am, Eastern Time, at the Sofitel Hotel, 45 West 44th Street, in New York City. At the Annual General Meeting, we will discuss and you will vote on the following proposals:

Proposal 1 — the election of the ten directors named in the proxy statement to our Board of Directors;

Proposal 2 — the appointment of Deloitte & Touche LLP as our independent auditors for the fiscal year ending December 31, 2017 and the authorization of the Audit Committee of the Board of Directors to determine the independent auditors' fees;

Proposal 3 — the approval of a non-binding advisory vote on the compensation of our named executive officers;

Proposal 4 — the approval of a non-binding advisory vote on the frequency of future advisory votes on executive compensation; and

Proposal 5 — the approval of the Bunge Limited 2017 Non Employee Directors Equity Incentive Plan.

Shareholders will also consider and act on such other matters as may properly come before the meeting or any adjournments or postponements thereof.

We will also present at the Annual General Meeting the consolidated financial statements and independent auditors' reports for the fiscal year ended December 31, 2016, copies of which can be found in our 2016 Annual Report that accompanies this notice.

March 30, 2017 is the record date for determining which shareholders are entitled to notice of, and to vote at, the Annual General Meeting and at any subsequent adjournments or postponements. You will be required to bring certain documents with you to be admitted to the Annual General Meeting. Please read carefully the sections in the proxy statement on attending and voting at the Annual General Meeting to ensure that you comply with these requirements. Your vote is very important. Whether or not you plan to attend the Annual General Meeting in person, please promptly vote by mail, Internet or telephone so that your shares will be represented at the Annual General Meeting. Important Notice Regarding the Availability of Proxy Materials for the Annual General Meeting to be held on May 25, 2017: Our 2017 Proxy Statement is available at www.bunge.com/2017proxy.pdf and our 2016 Annual Report is available at www.bunge.com/2016AR.pdf.

By order of the Board of Directors.

April 13, 2017 Carla L. Heiss
Secretary

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PROXY STATEMENT SUMMARY

This summary highlights certain information contained in this proxy statement. As it is only a summary, please review the entire proxy statement before voting.

Annual General Meeting Information

Time and Date: Thursday, May 25, 2017, at 10:00 am Eastern Time

Location: Sofitel Hotel, 45 West 44th Street, New York, NY 10036.

Record Date: Shareholders of record as of the close of business on March 30, 2017 are entitled to vote.

Voting: Each outstanding common share is entitled to one vote. You may vote by telephone, internet, mail or by attending the Annual General Meeting. Please see "How Do I Vote?" on page 5.

Attendance: To be admitted, please follow the instructions contained in "How do I attend the Annual General Meeting?" on page 5.

Proposals and Voting Recommendations

Proposal	Board's Voting Recommendation	Vote Required For Approval	Page References (for more detail)
Proposal 1. Election of Directors	FOR EACH NOMINEE	MAJORITY OF VOTES CAST	14
Proposal 2. Appointment of Independent Auditors	FOR	MAJORITY OF VOTES CAST	62
Proposal 3. Advisory Vote to Approve Named Executive Officer Compensation	FOR	MAJORITY OF VOTES CAST	64
Proposal 4. Advisory Vote on the Frequency of Future Advisory Votes on Executive Compensation	1 YEAR	PLURALITY VOTE	65
Proposal 5. Approval of the Bunge Limited 2017 Non-Employee Directors Equity Incentive Plan	FOR	MAJORITY OF VOTES CAST	65

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Director Nominees

The Board of Directors has nominated the 10 directors named below for election at the Annual General Meeting and recommends FOR the election of each director nominee. Each nominee is currently a director of the Company. The following table provides summary information about each nominee. (See "Election of Directors" for additional information regarding the nominees.)

Name	Independent	Audit	Compensation	FR	PC	CG	NC	SC	RC
Ernest G. Bachrach Director since 2001			(C)						
Enrique H. Boilini Director since 2001				(C)					
Carol M. Browner Director since 2013								(C)	
Paul Cornet de Ways-Ruart Director since 2015									
Andrew Ferrier Director since 2012									