

Bunge LTD  
Form DEF 14A  
April 16, 2008

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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

Filed by a Party other than the Registrant

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 Pursuant to §240.14a-12

**BUNGE LIMITED**

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(Name of Registrant as Specified In Its Charter)

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

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

April 16, 2008

Dear Shareholder:

You are cordially invited to attend our Annual General Meeting of Shareholders, which will be held on Friday, May 23, 2008 at 10:00 a.m., 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.

Your vote is very important to us. We encourage you to promptly complete, sign, date and return the enclosed proxy card, which contains instructions on how you would like your shares to be voted. You may also appoint your proxy by telephone or the internet by following the instructions included with the proxy card. **Please submit your proxy 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.

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.

Alberto Weisser  
*Chairman of the Board of Directors  
and Chief Executive Officer*

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

April 16, 2008

**NOTICE OF  
ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Bunge Limited's 2008 Annual General Meeting of Shareholders will be held on May 23, 2008 at 10:00 a.m., 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 to our Board of Directors of three Class III Directors to serve for a three year term;

Proposal 2 the appointment of Deloitte & Touche LLP as our independent auditors for the fiscal year ending December 31, 2008 and the authorization of the audit committee of the Board of Directors to determine the independent auditors' fees;

Proposal 3 to increase the number of authorized common shares of Bunge from 240,000,000 to 400,000,000;

Proposal 4 to increase the number of authorized preference shares of Bunge from 10,000,000 to 21,000,000; and

Proposal 5 to amend our bye-laws to permit Bunge to repurchase or otherwise acquire its shares to hold as treasury shares.

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

These matters are more fully described in the enclosed proxy statement. We will also present at the Annual General Meeting the consolidated financial statements and independent auditors' report for the fiscal year ended December 31, 2007, copies of which can be found in our 2007 Annual Report that accompanies this notice.

March 27, 2008 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. The share register will not be closed between the record date and the date of the Annual General Meeting.

Please promptly complete, sign, date and return the enclosed proxy card in the accompanying pre-addressed envelope. You may also appoint your proxy by telephone or the Internet by following the instructions included with your proxy card. **We must receive your proxy no later than 11:59 p.m., Eastern time, on May 22, 2008.**

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.

By order of the Board of Directors.

James Macdonald  
*Secretary*



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**INFORMATION ABOUT THIS PROXY STATEMENT AND  
THE ANNUAL GENERAL MEETING**

**Questions and Answers About Voting Your Common Shares**

***Why did I receive this Proxy Statement?***

Bunge has sent these proxy materials to you because Bunge's Board of Directors is soliciting your proxy to vote at the Annual General Meeting of Shareholders on May 23, 2008. This proxy statement contains information about the items being voted on at the Annual General Meeting and important information about Bunge. Bunge's 2007 Annual Report, which includes Bunge's 2007 Annual Report on Form 10-K, is enclosed with these materials. Proxy materials, including this proxy statement, were first released to shareholders on or about April 16, 2008.

Bunge has sent these materials to each person who is registered as a holder of its common shares in its register of shareholders (such owners are often referred to as "holders of record") as of the close of business on March 27, 2008, the record date for the Annual General Meeting.

Bunge has requested that banks, brokerage firms and other nominees who hold Bunge common shares on behalf of the owners of the common shares (such owners are often referred to as "beneficial shareholders" or "street name holders") as of the close of business on March 27, 2008 forward these materials, together with a proxy card or voting instruction card, to those beneficial shareholders. Bunge has agreed to pay the reasonable expenses of the banks, brokerage firms and other nominees for forwarding these materials.

Finally, Bunge has provided for these materials to be sent to persons who have interests in Bunge common shares through participation in the company share funds of the Bunge Retirement Savings Plan, the Bunge Savings Plan and the Bunge Savings Plan Supplement A. Although these persons are not eligible to vote directly at the Annual General Meeting, they may, however, instruct the trustees of the plans on how to vote the common shares represented by their interests. The enclosed proxy card will also serve as voting instructions for the trustees of the plans. If you do not provide voting instructions for shares held for you in any of these plans, the trustees will vote these shares in the same ratio as the shares for which voting instructions are provided.

Shareholders who owned our common shares as of the close of business on the record date for the Annual General Meeting are entitled to attend and vote at the Annual General Meeting and adjournments or postponements of the Annual General Meeting. A poll will be taken on each proposal to be put to the Annual General Meeting.



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***How many votes do I have?***

Every holder of a common share will be entitled to one vote per share for the election of each director and to one vote per share on each other matter presented at the Annual General Meeting. On March 27, 2008, there were 121,521,529 common shares issued and outstanding and entitled to vote at the Annual General Meeting.

***What proposals are being presented at the Annual General Meeting?***

Bunge intends to present proposals numbered one through five for shareholder consideration and voting at the Annual General Meeting. These proposals are for:

the election of three Class III Directors;

the appointment of Deloitte & Touche LLP as our independent auditors and authorization of the audit committee of the Board to determine the auditors' fees;

the approval of an increase in the number of authorized common shares of Bunge from 240,000,000 to 400,000,000;

the approval of an increase in the number of authorized preference shares of Bunge from 10,000,000 to 21,000,000; and

the approval of amendments to Bunge's bye-laws to permit Bunge to repurchase or otherwise acquire its shares to hold as treasury shares.

Other than the matters set forth in this proxy statement and matters incidental to the conduct of the Annual General Meeting, Bunge does not know of any business or proposals to be considered at the Annual General Meeting. If any other business is proposed and properly presented at the Annual General Meeting, the proxies received from our shareholders give the proxy holders the authority to vote on the matter at their discretion.

***How do I attend the Annual General Meeting?***

For admission to the Annual General Meeting, shareholders of record should bring the admission ticket attached to the enclosed proxy card, as well as a form of photo identification, to the shareholders' check-in area, where their ownership will be verified. Those who have beneficial ownership of common shares held by a bank, brokerage firm or other nominee must bring account statements or letters from their banks or brokers showing that they own Bunge common shares, together with a form of photo identification. Registration will begin at 9:00 a.m., Eastern Time, and the Annual General Meeting will begin at 10:00 a.m., Eastern Time.

***How do I vote?***

You can exercise your vote in the following ways:

***By Telephone or the Internet:*** If you are a shareholder of record, you may appoint your proxy by telephone, or electronically through the Internet, by following the instructions on your proxy card. If you appoint your proxy by telephone or the Internet, you may only appoint the designated proxies. If you are a beneficial shareholder, please check your voting instruction card or contact your bank or broker to determine whether you will be able to instruct your bank or broker by telephone or the Internet as to how to vote on your behalf.

***By Mail:*** If you are a shareholder of record, you can appoint your proxy by marking, dating and signing your proxy card and returning it by mail in the enclosed postage-paid envelope. If you hold your common shares in street name, you can instruct your bank, brokerage firm or other nominee to vote by following the instructions on your voting instruction card.

***At the Annual General Meeting:*** If you are planning to attend the Annual General Meeting and wish to vote your common shares in person, we will give you a ballot at the meeting. Shareholders who own their common shares in street name are not able to vote at the Annual General Meeting unless they have a proxy, executed in their favor, from the holder of record of their shares. You must bring this additional proxy to the Annual General Meeting.

**Your vote is very important. Even if you plan to be present at the Annual General Meeting, we encourage you to complete and submit your proxy or voting instructions as soon as possible.**

***What if I return my proxy card but do not mark it to show how I am voting?***

If you sign and return your proxy card but do not indicate instructions for voting, your common shares will be voted "FOR" each of the proposals set forth in this proxy statement and, with respect to any other matter which may properly come before the Annual General Meeting, at the discretion of the proxy holders.

***May I change or revoke my proxy?***

You may change or revoke your proxy at any time before it is exercised in one of four ways:

Notify our Assistant Secretary in writing before the Annual General Meeting that you are revoking your proxy;

Use the telephone or the Internet to change your proxy;

Submit another proxy card (or voting instruction card if you hold your common shares in street name) with a later date; or

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If you are a holder of record, or a beneficial holder with a proxy from the holder of record, vote in person at the Annual General Meeting.

You may not revoke a proxy simply by attending the Annual General Meeting. To revoke a proxy, you must take one of the actions described above. Any written notice of revocation must be sent to the attention of our Assistant Secretary at 50 Main Street, White Plains, New York 10606, U.S.A., or by facsimile to (914) 684-3497.

***What does it mean if I receive more than one set of proxy materials?***

It means you have multiple accounts at the transfer agent and/or with banks and stock brokers. Please vote all of your common shares. Beneficial shareholders sharing an address who are receiving multiple copies of proxy materials, including our 2007 Annual Report and this proxy statement, will need to contact their broker, bank or other nominee to request that only a single copy of each document be mailed to all shareholders at the shared address in the future. In addition, if you are the beneficial owner, but not the record holder, of Bunge's common shares, your broker, bank or other nominee may deliver only one copy of the proxy materials to multiple shareholders who share an address unless that nominee has received contrary instructions from one or more of the shareholders. Bunge will deliver promptly, upon written or oral request, a separate copy of the proxy statement and 2007 Annual Report to a shareholder at a shared address to which a single copy of the documents was delivered. Shareholders who wish to receive a separate copy of the proxy statement and 2007 Annual Report should submit their request to Bunge's Investor Relations department by telephone at (914) 684-2800 or by submitting a written request to 50 Main Street, White Plains, New York 10606, U.S.A., Attention: Investor Relations.

***Can I receive future proxy materials electronically?***

Shareholders can help us conserve natural resources and reduce the cost of printing and mailing proxy statements and annual reports by opting to receive future mailings electronically. To enroll, please visit our website at [www.bunge.com](http://www.bunge.com), click on the "About Bunge Investor Information Electronic Delivery Enrollment" links and follow the instructions provided.

***What constitutes a quorum?***

Two or more persons present in person at the start of the meeting and representing in person or by proxy more than one-half of the paid-up share capital entitled to vote at the Annual General Meeting form a quorum for the conduct of business at the Annual General Meeting.

***What vote is required in order to approve each proposal?***

The affirmative vote of a majority of the votes cast on the proposal is required to approve each of the proposals.

Any nominee for director who receives a greater number of votes "against" his or her election than votes "for" such election will not be elected to the Board and the position on the Board that would have been filled by the director nominee will become vacant.

Pursuant to Bermuda law, (i) common shares which are represented by "broker non-votes" (i.e., common shares held by brokers which are represented at the Annual General Meeting but with respect to which the broker is not empowered to vote on a particular proposal) and (ii) common shares represented at the Annual General Meeting which abstain from voting on any matter are not included in the determination of the common shares voting on such matter, but are counted for quorum purposes.

***How will voting on any other business be conducted?***

Other than the matters set forth in this proxy statement and matters incident to the conduct of the Annual General Meeting, we do not know of any business or proposals to be considered at the Annual General Meeting. If any other business is properly proposed and presented at the Annual General Meeting, the proxies received from our shareholders give the proxy holders the authority to vote on the matter according to their best judgment.

***Who will count the votes?***

Mellon Investor Services will act as the inspector of election and will tabulate the votes.

**Deadline for Appointment of Proxies by Telephone or the Internet or Returning Your Proxy Card**

Bunge shareholders should complete and return the proxy card as soon as possible. To be valid, your proxy card must be completed in accordance with the instructions on it and received by us **no later than 11:59 p.m., Eastern Time, on May 22, 2008**. If you appoint your proxy by telephone or the Internet, we must receive your appointment **no later than 11:59 p.m., Eastern Time, on May 22, 2008**. If you participate in the Bunge share funds of the Bunge Retirement Savings Plan, the Bunge Savings Plan and the Bunge Savings Plan Supplement A, you must also submit your voting instructions by this deadline in order to allow the plan trustees time to receive your voting instructions and vote on behalf of the plans. If your common shares are held in street name, you should return your proxy card or voting instruction card in accordance with the instructions on that card or as provided by the bank, brokerage firm or other nominee who holds Bunge common shares on your behalf.

**Solicitation of Proxies**

We will bear the cost of the solicitation of proxies, including the preparation, printing and mailing of this proxy statement and the proxy card. We will furnish copies of these proxy materials to banks, brokers, fiduciaries and custodians holding shares in their names on behalf of beneficial owners so that they may forward these proxy materials to our beneficial owners.

We have retained Innisfree M&A Incorporated to assist us in the distribution of the proxy materials and to act as proxy solicitor for the Annual General Meeting for a fee of \$12,500 plus reasonable out-of-pocket expenses. In addition, we may supplement the original solicitation of proxies by mail with solicitation by telephone, telegram and other means by our directors, officers and/or employees. We will not pay any additional compensation to these individuals for any such services.

## CORPORATE GOVERNANCE

**Board Composition and Independence**

Our Board consists of twelve directors and is divided into three classes that are, as nearly as possible, of equal size. Each class of directors is elected for a three-year term of office, and the terms are staggered so that the term of only one class of directors expires at each annual general meeting. Bunge's bye-laws provide that no more than two directors may be employed by Bunge or its subsidiaries.

The Board is composed of a substantial majority of independent directors. In accordance with the listing standards of the New York Stock Exchange ("NYSE"), to be considered independent, a director must have no material relationship with Bunge directly or as a partner, shareholder or officer of an organization that has a relationship with Bunge. The Board annually reviews commercial and other relationships between directors or members of their immediate families and Bunge, including those reported under "Certain Relationships and Related Party Transactions," in order to make a determination regarding the independence of each director. To assist it in making these determinations, the Board has adopted categorical standards of director independence which are set forth in Annex A to our Corporate Governance Guidelines, which are included as Appendix A to this proxy statement and are also available through the "About Bunge Investor Information Corporate Governance" section of our website, [www.bunge.com](http://www.bunge.com).

In making its independence determinations, the Board broadly considers all relevant facts and circumstances, including that in the ordinary course of business, purchase and sale transactions may occur between Bunge and other companies with which some of our directors or their immediate family members are affiliated. In each case, these transactions were conducted on arms'-length terms at market prices and, in each case, except as described below, the amount of these transactions in each of the last three years did not exceed the thresholds set forth in the categorical standards. In addition, the Board considered and determined that the transactions with Mutual Investment Limited and its subsidiaries described in this proxy statement under "Certain Relationships and Related Party Transactions" do not impair the independence of the directors of Bunge who are current or former directors of Mutual Investment Limited as such transactions have been on arms'-length terms and are not otherwise material to us or our directors personally.

As a result of this review, the Board has determined that the following directors are independent: Messrs. Bachrach, Boilini, Born, Bulkin, Coppinger, de La Tour D'Auvergne Lauraguais, Engels, Hatfield, Lupo and Pillard. Mr. Weisser is not considered an independent director due to his position as an executive officer of Bunge. Mr. Caraballo is not considered an independent director as ordinary course agricultural commodity sales to, and fertilizer purchases from, Bunge made by a company owned and controlled by one of Mr. Caraballo's immediate family members exceeded the thresholds set forth in the categorical standards for 2006 and 2007. See "Certain Relationships and Related Party Transactions" for more information.

The table below includes a description of categories or types of transactions or relationships considered by the Board in reaching its determination that the above-mentioned directors are independent:

Name	Transactions/Relationships
Jorge Born, Jr.	Business relationships (immediate family member), charitable organization relationships
Michael Bulkin	Business relationships (non-executive director)
Bernard de La Tour D'Auvergne Lauraguais	Charitable organization relationships
Larry Pillard	Business relationships (executive officer)

## Board Meetings and Committees

The Board normally has five regularly scheduled meetings per year and committee meetings are normally held in conjunction with Board meetings. Our Board met 11 times in 2007. All directors, other than Mr. Pillard, attended at least 75% of the combined Board and committee meetings on which they served during the last fiscal year. Mr. Pillard, who attended 70% of such meetings, was unable to meet the 75% threshold due to business conflicts.

Our bye-laws give our Board the authority to delegate its powers to committees appointed by the Board. We have four standing Board committees: the audit committee, the compensation committee, the finance and risk policy committee and the corporate governance and nominations committee. Our committees are required to conduct meetings and take action in accordance with the directions of the Board, the provisions of our bye-laws and the terms of their respective committee charters. Each committee has the power under its charter to subdelegate the authority and duties designated in its charter to subcommittees or individual members of the committee as it deems appropriate, unless prohibited by law, regulation or any NYSE listing standard. Copies of all our committee charters are available on our website, [www.bunge.com](http://www.bunge.com), and in print from us without charge upon request. Please note that the information contained in or connected to our website is not intended to be part of this proxy statement.

**Audit Committee.** Pursuant to its charter, our audit committee assists the Board in fulfilling its responsibility for oversight of:

the quality and integrity of our financial statements and related disclosure;

our compliance with legal and regulatory requirements;

the independent auditor's qualifications, independence and performance; and

the performance of our internal audit and control functions.

Please see the Audit Committee Report included in this proxy statement for information about our 2007 fiscal year audit. The audit committee met 11 times in 2007. The audit committee meets separately with our independent auditor and also in executive sessions with members of our senior management team from time to time as deemed appropriate by the committee. The members of our audit committee are Messrs. Bachrach, Boilini, Coppinger, de La Tour d'Auvergne Lauraguais (chairman) and Engels. Each of the members of the audit committee is independent under the Sarbanes-Oxley Act of 2002 and the listing standards of the NYSE. Our Board has determined that each of Mr. de La Tour d'Auvergne Lauraguais, Mr. Bachrach, Mr. Boilini and Mr. Engels qualifies as an audit committee financial expert. In accordance with our audit committee charter, no committee member may simultaneously serve on the audit committees of more than two other public companies without the prior approval of the Board.

**Compensation Committee.** Our compensation committee designs, reviews and oversees Bunge's executive compensation program. Under its charter, the committee, among other things:

reviews and approves corporate goals and objectives relevant to the compensation of our Chief Executive Officer (CEO), evaluates the performance of the CEO in light of these goals and objectives and sets the CEO's compensation based on this evaluation;

reviews the evaluations of the direct reports to the CEO and approves and oversees the total compensation packages for the direct reports to the CEO, including annual base salaries, performance-based cash bonuses, long-term equity-based compensation and any perquisites that may be given;

reviews and makes recommendations to the Board regarding our incentive compensation plans, including our equity incentive plans, and administers and interprets our equity incentive plans;



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makes recommendations to the Board on director compensation; and

periodically reviews our management succession program for senior executive positions and ensures that the Board is informed of its status.

The compensation committee is empowered to hire outside advisors as it deems appropriate. For additional information on the committee's role, its use of outside advisors and its processes and procedures for the consideration and determination of executive compensation, see "Executive Compensation Compensation Discussion and Analysis."

The compensation committee met five times in 2007. The members of our compensation committee are Messrs. Bachrach, Bulkin, Coppinger, Hatfield and Lupo (chairman). Each of the members of the compensation committee is independent under the listing standards of the NYSE.

**Corporate Governance and Nominations Committee.** Our corporate governance and nominations committee is responsible for, among other things:

monitoring, advising and making recommendations to the Board with respect to the law and practice of corporate governance and the duties and responsibilities of directors of public companies, as well as overseeing our corporate governance initiatives and related policies;

leading the Board in its annual performance evaluation and establishing criteria for the self-evaluations of each Board committee;

identifying and recommending to the Board nominees for election or re-election to the Board, or for appointment to fill any vacancy that is anticipated or has arisen on the Board (see "Nomination of Directors" for more information);

reviewing and making recommendations to the Board regarding director independence; and

overseeing our related person transaction policies and procedures.

The corporate governance and nominations committee met four times in 2007. The members of our corporate governance and nominations committee are Messrs. Born, Coppinger, Engels, Hatfield (chairman) and Pillard. Each of the members of the corporate governance and nominations committee is independent under the listing standards of the NYSE.

**Finance and Risk Policy Committee.** Our finance and risk policy committee is responsible for supervising the quality and integrity of our financial and risk management practices. The finance and risk policy committee reviews and updates our risk management policies and risk limits on a periodic basis and advises our Board on financial and risk management practices. The finance and risk policy committee met nine times in 2007. The members of our finance and risk policy committee are Messrs. Boilini, Born, de La Tour d'Auvergne Lauraguais, Engels (chairman), Lupo and Pillard.

### **Corporate Governance Guidelines and Code of Ethics**

Our Board has adopted corporate governance guidelines that set forth our corporate governance objectives and policies and, subject to our bye-laws, govern the functioning of the Board. Our corporate governance guidelines are included as Appendix A to this proxy statement and are also available on our website, [www.bunge.com](http://www.bunge.com), and in print from us without charge upon request.

We also have a code of ethics that sets forth our commitment to ethical business practices. Our code of ethics applies to our directors, officers and employees worldwide, including our Chief Executive Officer and senior financial officers. Our code of ethics is available on our website and in print from us without charge upon request. We intend to post amendments to and waivers (to the extent applicable to certain officers and our directors) of our code of ethics on our website.





### **Executive Sessions of Our Board**

Our corporate governance guidelines provide that the non-management directors shall meet without management directors at regularly scheduled executive sessions and at such other times as they deem appropriate. Our Board has adopted a policy that the non-management directors will meet without management present at each regularly scheduled Board meeting. In accordance with our corporate governance guidelines, the non-management directors shall, from time to time, designate a director from among their number to preside at these executive sessions of the non-management directors. In 2007, Mr. Born presided, and continues to preside, over these sessions. The presiding director, among other things, establishes an agenda with the assistance of the other non-management directors and facilitates communications among other non-management directors at each executive session.

### **Communications with Our Board**

To facilitate the ability of shareholders to communicate with our Board and to facilitate the ability of interested persons to communicate with non-management directors, the Board has established an electronic mailing address and a physical mailing address to which such communications may be sent. Additional information on the electronic mailing address and the physical mailing address is available on our website through the "About Bunge Investor Information Corporate Governance" section.

Communications sent to the electronic mailing or physical mailing addresses are initially directed to our legal department, where they are screened to eliminate communications that are merely solicitations for products and services, items of a personal nature not relevant to us or our shareholders and other matters that are improper or irrelevant to the functioning of the Board and Bunge. All other communications are forwarded to the relevant director, if addressed to an individual director or a committee chairman, or to the members of the corporate governance and nominations committee if no particular addressee is specified.

In addition, it is the policy of our Board that our directors attend each annual general meeting of shareholders. All of our directors, except Mr. Bachrach, were in attendance at our 2007 Annual General Meeting.

### **Nomination of Directors**

As provided in its charter, the corporate governance and nominations committee will identify and recommend to the Board nominees for election to the Board and will consider nominees submitted by shareholders. The corporate governance and nominations committee, in its commitment to our corporate governance guidelines, strives to nominate director candidates who exhibit high standards of ethics, integrity, commitment and accountability and who are committed to promoting the long-term interests of our shareholders. In addition, all nominations attempt to ensure that the Board shall encompass a range of talent, skill and relevant expertise sufficient to provide sound guidance with respect to our operations and interests. The committee strives to recommend candidates that complement the current members of the Board and other proposed nominees so as to further the objective of having a Board that reflects a diversity of background and experience with the necessary skills to effectively perform the functions of the Board and its committees. In that regard, from time to time, the corporate governance and nominations committee may identify certain skills or attributes (e.g., extensive global business leadership experience) as being particularly desirable to help meet specific board needs that have arisen. When the corporate governance and nominations committee reviews a potential new candidate, it looks specifically at the candidate's qualifications in light of the needs of the Board at that time given the then-current mix of director attributes.

Under the corporate governance guidelines, directors must inform the Chairman of the Board and the Chairman of the corporate governance and nominations committee in advance of accepting an

invitation to serve on another public company board. In addition, no director may sit on the board, or beneficially own more than 1% of the outstanding equity securities, of any of our competitors in our principal lines of business. While the Board has not established any term limits to an individual's membership on the Board, no director having attained the age of 70 will be nominated by the Board for re-election or re-appointment to the Board. Directors eligible for re-election abstain from Board discussions regarding their nomination and from voting on such nomination.

Shareholders who wish to propose a director nominee must give written notice to our Secretary at our registered address at 2 Church Street, Hamilton HM 11, Bermuda, not later than 120 days before the first anniversary of the date on which Bunge's proxy statement was distributed to shareholders in connection with the prior year's annual general meeting. If no annual general meeting was held in the prior year or if the date of the annual general meeting has been changed by more than 30 days from the date contemplated in the prior year's proxy statement, the notice must be given before the later of (i) 150 days prior to the contemplated date of the annual general meeting and (ii) the date which is ten days after the date of the first public announcement or other notification of the actual date of the annual general meeting. Where directors are to be elected at a special general meeting, such notice must be given before the later of (i) 120 days before the date of the special general meeting and (ii) the date which is ten days after the date of the first public announcement or other notification of the date of the special general meeting. In each case, the notice must include, as to each person the shareholder proposes to recommend for election or re-election as director, all information relating to that person required to be disclosed in solicitations of proxies for election of directors pursuant to Regulation 14A under the Securities Exchange Act of 1934, which includes such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected, and evidence satisfactory to Bunge that such nominee has no interests that would limit such nominee's ability to fulfill their duties of office. Bunge may require any proposed nominee to furnish such other information as reasonably may be required by Bunge to determine the eligibility of such proposed nominee to serve as a director. A shareholder may propose a director nominee to be considered by our shareholders at the annual general meeting provided that the notice provisions in our bye-laws as set forth above are met, even if such director nominee is not nominated by the corporate governance and nominations committee. A shareholder may also recommend director candidates for consideration by the corporate governance and nominations committee at any time. Any such recommendations should include the nominee's name and qualifications for Board membership.

In connection with the director nominations process, the corporate governance and nominations committee may identify candidates through recommendations provided by members of the Board, management or shareholders, and may also engage a search firm to assist in identifying or evaluating qualified candidates. The committee will review and evaluate candidates taking into account available information concerning the candidate, the qualifications for Board membership described above and other factors that it deems relevant. In conducting its review and evaluation, the committee may solicit the views of other members of the Board, senior management and third parties, conduct interviews of proposed candidates and may also request that candidates meet with other members of the Board. The committee will evaluate candidates recommended by shareholders in the same manner as candidates recommended by other persons. The corporate governance and nominations committee has from time to time retained a professional search firm to assist it in identifying and evaluating candidates for director. Mr. Pillard, who joined the Board on January 1, 2007, was initially identified as a potential director candidate by the search firm retained by the corporate governance and nominations committee. The corporate governance and nominations committee has not received any nominations for director from shareholders for the 2008 Annual General Meeting of Shareholders.

**PROPOSAL 1  
ELECTION OF DIRECTORS**

**Election of Directors**

Upon the recommendation of the corporate governance and nominations committee, each of Messrs. Bachrach, Boilini, and Bulkin has been nominated by the Board for election at the 2008 Annual General Meeting. Messrs. Bachrach, Boilini, Bulkin and Hatfield are currently Class III directors, and their terms expire on the day of the 2008 Annual General Meeting. Mr. Hatfield, who has been a member of our Board since 2002, is not standing for re-election because he has reached the mandatory retirement age for directors under our corporate governance guidelines. Messrs. Caraballo, Coppinger, Pillard and Weisser are Class II directors, and their terms expire in 2009. Messrs. Born, de La Tour d'Auvergne Lauraguais, Engels and Lupo are Class I directors, and their terms expire in 2010. The Class III directors elected at this Annual General Meeting will serve a term that expires at our 2011 Annual General Meeting. Election of each director requires the affirmative vote of a majority of the votes cast by the holders of common shares represented at the Annual General Meeting in person or by proxy.

The following paragraphs set forth information about the nominees and our directors. The nominees for election at the Annual General Meeting are listed first. All of the nominees are current directors of Bunge and we are not aware of any reason why any of the nominees will not be able to serve if elected.

**Class III Nominees**

*Ernest G. Bachrach, 55*

Mr. Bachrach has been a member of our Board since 2001. He is a member of the Executive Committee as well as a member of the board of directors of Advent International Corporation, a private equity firm. He has been with Advent since 1990. Prior to joining Advent, Mr. Bachrach was Senior Partner, European Investments, for Morningside Group, a private investment group. Mr. Bachrach also serves as a member of the boards of directors of Aeroplazas S.A. de C.V., Dufry AG and Nuevo Banco Comercial S.A. He has a B.S. in Chemical Engineering from Lehigh University and an M.B.A. from Harvard Graduate School of Business Administration. Mr. Bachrach also serves on the Board of Governors of the Lauder Institute of the Wharton School of the University of Pennsylvania.

*Enrique H. Boilini, 46*

Mr. Boilini has been a member of our Board since 2001. He has been a Managing Member at Yellow Jersey Capital, LLC, an investment management company, since September 2002. Prior to establishing Yellow Jersey Capital, Mr. Boilini was a Managing Member of Farallon Capital Management, LLC and Farallon Partners, LLC, two investment management companies, since October 1996. Mr. Boilini joined Farallon in March 1995 as a Managing Director. Prior to that time, Mr. Boilini also worked at Metallgesellschaft Corporation, as the head trader of emerging market debt and equity securities, and also served as a Vice President at The First Boston Corporation, where he was responsible for that company's activities in Argentina. Mr. Boilini received an M.B.A. from Columbia Business School in 1988 and a Civil Engineering degree from the University of Buenos Aires School of Engineering.

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### *Michael H. Bulkin, 69*

Mr. Bulkin has been a member of our Board since 2001. Mr. Bulkin is a private investor. He retired as a Director of McKinsey & Company in 1993 after 30 years of service in which he served as a board member and in a variety of senior positions, most recently as head of McKinsey's New York and Northeast offices. Mr. Bulkin also serves as a member of the boards of Ferro Corporation and Specified Technologies Inc. He holds a Bachelor of Engineering Science degree from Pratt Institute, and a Master of Industrial Administration from Yale University.

### **Class III Director With Term Expiring in 2008**

### *Paul H. Hatfield, 72*

Mr. Hatfield has been a member of our Board since 2002. He is also the Principal of Hatfield Capital Group, a private equity investment firm that he founded in 1997. From 1995 to 1997, Mr. Hatfield was the Chairman and Chief Executive Officer of Petrolite Corporation, a chemical company. Before joining Petrolite, Mr. Hatfield spent over 35 years at the Ralston Purina Company in a variety of management positions. Mr. Hatfield also serves as a member of the board of directors of Maritz, Inc. and PENFORD Corporation. Mr. Hatfield has a Bachelor of Science in Agricultural Economics and a Master of Science in Economics and Marketing, both received from Kansas State University.

### **Class II Directors With Terms Expiring in 2009**

### *Octavio Caraballo, 64*

Mr. Caraballo has been a member of our Board since 2001. Mr. Caraballo is President of Estancia y Cabaña Las Lilas S.A., an Argentine company. Mr. Caraballo joined Bunge in 1967, and served in various divisions over the course of his career, including as head of the Bunge group's former paints, chemicals and mining division, until his retirement in 1997. Prior to joining Bunge, he worked for several financial institutions in Europe. He is also a director of Mutual Investment Limited and has served as Chairman of the board of directors and President of Mutual Investment Limited. Mr. Caraballo received a Business Administration degree from Babson College and is a member of the Board of Trustees of Babson College.

### *Francis Coppinger, 56*

Mr. Coppinger has been a member of our Board since 2001. Until March 2006, he was Chief Executive Officer of Publicité Internationale Intermedia Plc (PII), a joint venture he established with the Michelin Group in December 1992 which coordinates the media activities of the Michelin Group in Europe. Mr. Coppinger sold his interest in PII to the Michelin Group in January 2006. Prior to his career with PII, Mr. Coppinger held a number of senior executive positions, including General Manager and Chairman, with Intermedia S.A., a media buying agency based in Paris. He is a member of the board of directors of Intermedia. Mr. Coppinger holds a Bachelors degree in Economics from the University of Paris and attended the Institut d'Etudes Politiques de Paris.

*Larry G. Pillard, 60*

Mr. Pillard has been a member of our Board since 2007. He has served as executive chairman of the Tetra Laval Group, a global business with operations in food products processing equipment and packaging, since 2003. Mr. Pillard was chief executive officer of Tate & Lyle PLC, a global producer of cereal sweeteners and starches, sugars and other food and industrial ingredients, from 1996 to 2002. He was the chief operating officer of Tate & Lyle PLC from 1995 to 1996, and the president and chief executive officer of its U.S. starch business, A.E. Staley Manufacturing Co., from 1992 to 1995. Prior to joining Tate & Lyle PLC, Mr. Pillard served for more than 20 years in a variety of managerial positions at Cargill, Inc.

*Alberto Weisser, 52*

Mr. Weisser is the Chairman of our Board and our Chief Executive Officer. Mr. Weisser has been with Bunge since July 1993. He has been a member of our Board since 1995, was appointed our Chief Executive Officer in January 1999 and became Chairman of the Board in July 1999. Prior to that, Mr. Weisser held the position of Chief Financial Officer. Prior to joining Bunge, Mr. Weisser worked for the BASF Group in various finance-related positions for 15 years. Mr. Weisser is also a member of the board of directors of International Paper Company and a member of the North American Agribusiness Advisory Board of Rabobank. Mr. Weisser has a bachelor's degree in Business Administration from the University of São Paulo, Brazil and has participated in several post-graduate programs at Harvard Business School. He has also attended INSEAD's Management Development Program in France.

**Class I Directors With Terms Expiring in 2010**

*Jorge Born, Jr., 45*

Mr. Born has been a member of our Board and our Deputy Chairman since 2001. Mr. Born is President and Chief Executive Officer of Bomagra S.A., a privately held company involved in the real estate, technology and communications equipment and farming industries in Argentina. Prior to joining Bomagra in 1997, Mr. Born spent all of his professional life working for Bunge in various capacities in the commodities trading, oilseed processing and food products areas in Argentina, Brazil, the United States and Europe. He also served as head of Bunge's European operations from 1992 to 1997. Mr. Born is a director of Hochschild Mining PLC, a mining conglomerate listed on the London Stock Exchange, and Dufry South America Ltd., a South American duty free retailer listed on the São Paulo Stock Exchange. He is also a director and Deputy Chairman of the board of directors of Mutual Investment Limited. Mr. Born has a B.S. in Economics from the Wharton School of the University of Pennsylvania and is a member of Wharton's Latin American Executive Board and the Board of Governors of Wharton's Lauder Institute. He is also a member of Georgetown University's Latin American Board.

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### *Bernard de La Tour d'Auvergne Lauraguais, 63*

Mr. de La Tour d'Auvergne Lauraguais has been a member of our Board since 2001. Mr. de La Tour d'Auvergne Lauraguais joined Bunge in 1970 and held various senior executive positions in Argentina, Brazil and Europe in the agribusiness and food products divisions until his retirement in 1994. He is also the Chairman of the board of directors of Mutual Investment Limited. Mr. de La Tour d'Auvergne Lauraguais has a degree in Civil Engineering from the Federal Polytechnic School of the University of Lausanne, Switzerland and an M.B.A. from the Wharton School of the University of Pennsylvania.

### *William Engels, 48*

Mr. Engels has been a member of our Board since 2001. Since 2007, he has been an advisor to a private investment fund with investments in South America. From 2003 to December 2006, Mr. Engels served on the board of directors of Quilmes Industrial (Quinsa) S.A., a holding company with interests in the beverage and malting industries, as the representative of Beverage Associates (BAC) Corp. From 1992 to 2003, Mr. Engels served in various capacities at Quinsa, including Director of Mergers and Acquisitions, Group Controller and Manager of Corporate Finance. Prior to joining Quinsa, Mr. Engels served as Vice President at Citibank, N.A. in London, responsible for European sales of Latin American investment products, and in Brazil, in the area of mergers and acquisitions. Mr. Engels holds a B.S. from Babson College, an M.A. from the University of Pennsylvania and an M.B.A. from the Wharton School of the University of Pennsylvania.

### *L. Patrick Lupo, 57*

Mr. Lupo has been a member of our Board since 2006. He is the former chairman and chief executive officer of DHL Worldwide Express (DHL). Mr. Lupo joined DHL in 1976. He served as chairman and CEO from 1986 to 1997 and as executive chairman from 1997 to 2001. During his tenure at the company, he also served as CEO, The Americas, and general counsel. Mr. Lupo received a law degree from the University of San Francisco and a B.A. degree from Seattle University.

## **RECOMMENDATION OF THE BOARD**

Our Board recommends that you vote FOR the election of each of Messrs. Bachrach, Boilini and Bulkin to our Board as Class III Directors for a term ending at our 2011 annual general meeting.

**DIRECTOR COMPENSATION**

Our compensation program for non-employee directors is designed to enable us to attract, retain and motivate highly qualified directors to serve on our Board. It is also intended to further align the interests of our directors with those of our shareholders. Annual compensation for our non-employee directors in 2007 was comprised of a mix of cash and equity-based compensation. The compensation committee periodically receives reports on the status of Board compensation for non-employee directors from its independent compensation consultant and is responsible for recommending to the Board changes in director compensation.

**Director Compensation Table**

The following table sets forth the compensation for non-employee directors who served on our Board during the fiscal year ended December 31, 2007.

Name	Non-Employee Director Compensation(1)		
	Fees Earned or Paid in Cash (\$)	Equity Awards(2) (\$)	Total (\$)
Ernest G. Bachrach	\$ 85,000	\$ 70,683	\$ 155,683
Enrique H. Boilini	86,000	70,683	156,683
Jorge Born, Jr.	76,000	70,683	146,683
Michael H. Bulkin	79,167	70,683	149,850
Octavio Caraballo	75,000	70,683	145,683
Francis Coppinger	85,000	70,683	155,683
William Engels	97,000	70,683	167,683
Paul H. Hatfield	85,000	70,683	155,683
Bernard de La Tour d'Auvergne Lauraguais	96,000	70,683	166,683
L. Patrick Lupo	80,833	70,683	151,516
Larry G. Pillard(3)	75,000	384,474	459,474

(1) Represents compensation earned in 2007.

(2) Each of the directors received an annual grant of 1,500 deferred restricted stock units on May 25, 2007. The amount recognized for 2007 financial reporting purposes in accordance with Statement of Financial Accounting Standards No. 123R "Share Based Payments" ("SFAS 123R") (without any reduction for risk of forfeiture), is determined based on applying the assumptions used in Bunge's financial statements. See Note 23 to the audited financial statements in our annual report on Form 10-K for the year ended December 31, 2007 (the "Form 10-K") regarding assumptions underlying valuation of equity awards. The aggregate number of deferred restricted stock units outstanding for each of the directors is 1,505, (which includes accrued dividend equivalents), with a value as of December 31, 2007 of \$175,257.

(3) Mr. Pillard was appointed to the Board effective as of January 1, 2007 and received a grant of 13,000 stock options effective as of such date.

**Directors' Fees.** Non-employee directors received the following fees in 2007: (i) an annual retainer fee of \$75,000; (ii) a fee of \$10,000 for service as committee chair on any committee, except for the Chair of the audit committee, who received \$20,000 per year for his services due to the added workload and responsibilities of this committee; and (iii) members of the audit committee each



received \$10,000 per year for their services due to the added workload and responsibilities of this committee. No fees are paid for service as a member of any other Board committee. In addition, although directors do not receive an annual Board or committee meeting attendance fee, if the Board and/or a committee meets in excess of ten times in a given year, each director receives a fee of \$1,000 for each additional meeting attended. Bunge also reimburses non-employee directors for reasonable expenses incurred by them in attending Board meetings, committee meetings and our annual shareholder meetings. Bunge provides Mr. de La Tour d'Auvergne Lauraguais with office accommodations, communications services and secretarial services to facilitate his fulfillment of his role as chairman of the audit committee.

**2007 Non-Employee Directors Equity Incentive Plan.** The 2007 Non-Employee Directors Equity Incentive Plan, adopted in 2007, provides for (i) an annual equity award to each continuing non-employee director as of the date of Bunge's annual general meeting of shareholders and (ii) an equity award upon a new non-employee director's initial election or appointment to the Board. In each case, the value, type and terms of such awards shall be approved by the Board based on the recommendation of the compensation committee. Bunge may grant non-qualified stock options, shares of restricted stock, restricted stock units and deferred restricted stock units under the 2007 Non-Employee Directors Equity Incentive Plan. To date, Bunge has granted only deferred restricted stock units under this plan. Shares of restricted stock and restricted stock units become vested on or after the third anniversary of the date of grant, provided, in each case, that the director has continued to serve on the Board until such date. Deferred restricted stock units become vested on or after the first anniversary of the date of grant, provided that the director has continued to serve on the Board until such date. However, upon the vesting of any deferred restricted stock units, receipt of such deferred restricted stock units will be automatically deferred for at least an additional two years. Stock options granted under the plan become vested and exercisable on or after the third anniversary of the date of grant, provided that the director has continued to serve on the Board until such date. Under the plan, the exercise price per share for each stock option is equal to the fair market value of a common share on the option grant date, as provided in the plan. Outstanding stock options remain exercisable for a period of ten years after their grant date. The 2007 Non-Employee Directors Equity Incentive Plan provides that up to 600,000 common shares may be issued under the plan. As of December 31, 2007, we had granted an aggregate of 16,500 deferred restricted stock units to our non-employee directors as a group under the 2007 Non-Employee Directors Equity Incentive Plan.

**Non-Employee Directors Equity Incentive Plan.** The Non-Employee Directors Equity Incentive Plan, adopted in 2001, provides for awards of non-qualified stock options to non-employee directors. The options vest and are exercisable on the January 1 that follows the date of grant, provided that the director has continued to serve on the Board until such date. Under the plan, the exercise price per share for each stock option is equal to the fair market value of a common share on the option grant date, as provided in the plan. Outstanding options remain exercisable for a period of ten years after their grant date. The Non-Employee Directors Equity Incentive Plan provides that up to 0.5% of our issued and outstanding common shares may be issued under the plan. We have granted stock options to purchase an aggregate of 504,500 common shares to our non-employee directors as a group under the Non-Employee Directors Equity Incentive Plan. Effective May 25, 2007, when the 2007 Non-Employee Directors Equity Incentive Plan was approved by our shareholders, no further options will be granted under the 2001 Non-Employee Directors Equity Incentive Plan.

**Non-Employee Directors Deferred Compensation Plan.** Our Deferred Compensation Plan for Non-Employee Directors (the "Non-Employee Directors Deferred Compensation Plan"), a non-tax qualified deferred compensation plan, is designed to provide non-employee directors with an opportunity to elect to defer receipt of all or a portion of their annual cash fees. Participants may elect to defer receipt of their cash fees for at least 36 months and will receive a distribution of their

respective accounts immediately following the end of their elected deferral period. Mr. Bachrach was the only non-employee director who deferred any amounts in 2007.

Amounts deferred are credited in the form of hypothetical share units that are approximately equal to the fair market value of a Bunge common share on the date that fees are otherwise paid. Participants' deferral accounts will be credited with hypothetical share units and dividend equivalents, in the form of additional share units, in the event Bunge pays dividends to holders of its common shares. Distributions are made in the form of Bunge common shares or cash, as elected by the participant. Upon a change of control of Bunge, a participant will receive an immediate lump sum distribution of his or her account in cash or Bunge common shares, as determined by the compensation committee.

The number of shares underlying hypothetical share units held by our non-employee directors are shown in the beneficial ownership table on page 47 of this proxy statement.

***Non-Employee Director Share Ownership Guidelines.*** To further align the personal interest of the Board with the interests of our shareholders, the Board has established share ownership guidelines for the minimum amount of common shares that are required to be held by our non-employee directors. These guidelines are required to be met within five years of May 2005 or, if later, from when the non-employee director is initially appointed or elected to the Board. For non-employee directors, the guideline is four times the annual retainer fee paid by Bunge to its non-employee directors. Shares deemed to be owned for purposes of the share ownership guidelines include shares underlying hypothetical share units held under the Non-Employee Directors Deferred Compensation Plan and 50% of the difference between the exercise price and the fair market value of our common shares for vested, in-the-money stock options. Unvested stock options or restricted stock units do not count toward satisfaction of the guidelines. Furthermore, our non-employee directors are required to hold 100% of the net shares acquired through Bunge's equity incentive plans until the guidelines are met.

## EXECUTIVE COMPENSATION

### Compensation Discussion and Analysis

#### *Introduction*

This Compensation Discussion and Analysis provides an overview of Bunge Limited's executive compensation program, including:

the general compensation principles and objectives of our executive compensation program;

the material elements of our executive compensation program and the process we use for making executive compensation decisions; and

information about the 2007 compensation earned by the following officers (the "Named Executive Officers"):

Alberto Weisser, our Chairman and Chief Executive Officer;

Jacquelyn A. Fouse, our Chief Financial Officer;

Archibald Gwathmey, Co-Chief Executive Officer, Bunge Global Agribusiness;

Andrew J. Burke, Co-Chief Executive Officer, Bunge Global Agribusiness;

Flávio Sá Carvalho, our former Chief Personnel Officer, who retired from Bunge in February 2008; and

William Wells, our former Chief Financial Officer, who served in this role until April 2007.

#### *Compensation Principles and Objectives*

Our executive compensation program is designed to achieve the following objectives:

support Bunge's business goals by fostering profitable growth and increasing shareholder value;

align the interests of executive officers and shareholders;

attract, retain and motivate high caliber executive officers; and

pay for performance by linking a significant amount of executive compensation to his or her overall individual contribution to Bunge's growth and to the achievement of pre-established performance goals.

The program is driven by key performance measures for Bunge in order to motivate our executives (including the Named Executive Officers) to continually improve Bunge's financial performance and increase shareholder value both over the short and long-term. In furtherance of these objectives, our executive compensation program emphasizes company-wide compensation programs over individually negotiated compensation arrangements.

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As described below, our executive compensation program is also designed to provide executives with a mix of cash and equity-based compensation opportunities and a level of benefits intended to be competitive with those companies that Bunge competes with for executive talent, and align executive pay with the objectives of the program. Our executive compensation program consists of the following main elements of compensation:

base salary;

annual cash incentive awards;

long-term equity-based incentives awards; and

retirement and welfare benefits.

***Competitive Benchmarking***

Our executive compensation program strives to provide a mix of base salary, target annual cash incentive awards and target long-term equity-based incentive award values (referred to as target total direct compensation) that is aligned with the program's principles and competitive with compensation provided by a peer group of selected publicly-traded companies. This group includes Bunge's direct competitors and other companies that have comparable annual revenues and market capitalization to Bunge or which otherwise reflect the breadth of Bunge's activities (the "Peer Group"). The Compensation Committee of our Board of Directors (the "Committee"), in consultation with its independent compensation consultant, Semler Brossy Consulting Group, LLC, establishes and periodically reviews and, if appropriate, updates the composition of the Peer Group based on available market data. For 2007, the following companies comprised the Peer Group:

Air Products & Chemicals Inc.	Meadwestvaco Corp.
Alcoa Inc.	Monsanto Company
Archer Daniels Midland Company	The Mosaic Company
Coca-Cola Enterprises Inc.	The Pepsi Bottling Group, Inc.
ConAgra Foods Inc.	PotashCorp
Dean Foods Company	Smithfield Foods Inc.
FedEx Corp.	Tyson Foods, Inc.
International Paper Company	United Parcel Service, Inc.
	Weyerhaeuser Co.

For 2008, the Committee has determined that U.S. Steel Company will replace Dean Foods Company based on the international scope of its business and more comparable market capitalization and revenue.

In addition, the Committee supplements Peer Group data with data derived from several external compensation surveys. The survey data further enables the Committee to compare the competitiveness of the compensation of the Named Executive Officers based on their individual responsibilities and scope against comparable positions in (1) a broader market group of companies of comparable annual revenues to Bunge and (2) companies in related industries or which otherwise reflect the scope of Bunge's operations generally. The Peer Group and the external survey data are referred to collectively as the "Comparator Groups."

***Determining Compensation***

**Role of the Compensation Committee**

The Committee is responsible for designing, reviewing and overseeing the administration of our executive compensation program, and reviewing and approving annually all compensation decisions relating to the Named Executive Officers. Generally, all decisions with respect to determining the amount or form of compensation for our Named Executive Officers are made by the Committee in accordance with the methodology described below.

When making compensation decisions, the Committee analyzes data from the Comparator Groups as well as tally sheets prepared by our human resources department for each of the Named Executive Officers. Each of these tally sheets presents the dollar amount of each material element of compensation (base salary, annual cash incentive awards, long-term equity-based incentive awards, and retirement benefits), executive benefits and perquisites, equity holdings, and expected payments under selected termination of employment, retirement and change of control scenarios. The overall purpose of these tally sheets is to provide the Committee with a comprehensive view of the various elements of actual and potential future compensation of our Named Executive Officers, as well as their wealth accumulation, so that the Committee may analyze both the individual elements of compensation and the aggregate total amount of actual and projected compensation in making compensation decisions.

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In addition to reviewing data from the Comparator Groups and tally sheets, the Committee also considers the following factors in setting the target total direct compensation for each Named Executive Officer: (i) the individual responsibilities, experience and achievements of the Named Executive Officers and their potential contributions towards Bunge's performance, (ii) recommendations from the independent compensation consultant, (iii) recommendations from senior management and (iv) whether the components of a Named Executive Officer's compensation align with our executive compensation program's overall objectives. While the Committee generally seeks to set target total direct compensation levels for the Named Executive Officers at approximately the median of the Comparator Groups, our executive compensation program retains the flexibility to set target total direct compensation above or below the median of the Comparator Groups in the Committee's reasonable discretion in order to recognize factors such as experience, skill sets and ongoing or potential contributions by our executives. In addition, actual compensation earned in any annual period may be at, above, or below the median depending on individual and company performance for the year. In setting the compensation of our CEO, the Committee uses the same principles applied to all Named Executive Officers. Mr. Weisser's target total direct compensation is competitive with that of other chief executive officers in the Comparator Groups and is consistent with our compensation principles and objectives described above.

### **Executive Compensation Mix**

A significant portion of each Named Executive Officer's target total direct compensation is meant to be at-risk, performance-based compensation. For 2007, base salary represented 23% of the target total direct compensation established for the Named Executive Officers, while at-risk, performance-based compensation represented 77% of target total direct compensation for the Named Executive Officers, with 22% from annual cash incentive awards and 55% from long-term equity-based incentive awards. The following chart illustrates this mix of target total direct compensation.

### **Role of Executive Officers**

The CEO establishes the strategic direction of our executive compensation program in consultation with the Committee, evaluates the performance of the Named Executive Officers (excluding his own performance) and makes recommendations regarding their compensation in consultation with the Chief Personnel Officer. The CEO and the Chief Personnel Officer also participate in developing and recommending the performance goals and measures for our Named Executive Officers under our Annual Incentive Plan for consideration by the Committee. No other executive officers participate in the executive compensation process. Bunge's human resources department, under the supervision of the Chief Personnel Officer, also supports the Committee in its work.

### **Role of the Compensation Consultant**

The Committee hires advisors to support it in its compensation decisions. It has retained Semler Brossy Consulting Group, LLC, as its independent compensation consultant, to provide information, analysis, and objective advice regarding our executive compensation program. For 2007, the compensation consultant performed the following functions at the Committee's request:

assist the Committee in the review and assessment of the Peer Group;

compare each element of the Named Executive Officers' target total direct compensation and retirement benefits with the corresponding compensation elements for the Comparator Groups;

advise the Committee on compensation for the Named Executive Officers;

advise and recommend to the Committee the weighting and scope of performance measures for the annual incentive program and long-term equity incentive programs for the Named Executive Officers, as well as the form of equity awards to be granted under the equity incentive program; and

prepare presentations for the Committee on general U.S. trends in executive compensation.

### ***Elements of Our Executive Compensation Program***

The following discusses in more detail the elements of, and rationale for, the compensation awarded to the Named Executive Officers. The Committee, in consultation with its compensation consultant, reviews and, if appropriate, updates our executive compensation program at the beginning of each year.

#### **Base Salary**

A portion of annual cash compensation is paid as base salary to provide Named Executive Officers with a level of security and stability. Base salaries for the Named Executive Officers are reviewed on an annual basis, and in connection with a promotion or other change in responsibilities. The Committee reviews and approves the annual base salaries for the Named Executive Officers based on an evaluation of the individual's experience, skill level, scope of responsibilities, level of pay compared to comparable executives in the Comparator Groups, recommendations from the compensation consultant and, for each Named Executive Officer other than the CEO, recommendations from the CEO in consultation with the Chief Personnel Officer. The Committee generally sets the base salary at approximately the median level for comparable executives in the Comparator Groups.

For 2007, Mr. Burke received a base salary increase of 33% in connection with his promotion to the position of Co-Chief Executive Officer, Bunge Global Agribusiness. In addition, Mr. Sá Carvalho received a base salary increase of 6.7% and Mr. Gwathmey received a base salary increase of 3% in connection with their annual review. No other Named Executive Officer received a base salary increase in 2007. The base salary of each Named Executive Officer is set forth in the "Salary" column of the Summary Compensation Table on page 29 of this proxy statement.

#### **Annual Cash Incentive Awards**

The Committee grants Named Executive Officers the opportunity to earn annual cash incentive awards under Bunge's Annual Incentive Plan, an annual performance-based incentive plan that is available for a broad group of employees within the company. The purpose of the Annual Incentive Plan is to provide an annual cash incentive that is directly related to the achievement of company and individual performance goals and contributions that deliver annual results aligned with our long-term goals.

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Target annual cash incentive awards under the Annual Incentive Plan for the Named Executive Officers are established by the Committee within 90 days after the beginning of each year. These target awards are established based on an analysis of comparable executives in the Comparator Groups. The Committee generally sets target annual cash incentive awards at approximately the median level for comparable executives in the Comparator Groups. However, the actual annual cash incentive awards earned by the Named Executive Officers for any year may be above, at or below the target level based on their contribution to Bunge's results and their performance with respect to pre-established, equally-weighted company and individual performance goals attained for such year as described below. For 2007, the Named Executive Officers were eligible to receive an annual cash incentive award ranging from 0 percent to 250 percent of their target annual cash incentive award under the Annual Incentive Plan.

**Company Performance Goals.** Company performance goals for purposes of the Annual Incentive Plan are weighted between return on net assets ("RONA") for Bunge Limited as a whole or for the business unit(s) with respect to which the applicable Named Executive Officer has primary responsibility, and either net income after minority interest for Bunge Limited or operating profit of a business unit, based on the primary responsibilities of the applicable Named Executive Officer.

For 2007, the company performance objectives applicable for Mr. Weisser and Mr. Sá Carvalho were based on RONA and net income after minority interest for Bunge Limited. Mr. Gwathmey's and Mr. Burke's objectives were based on the RONA and operating profit for Bunge Global Agribusiness.

RONA is a measure of financial performance which indicates the relationship between profits and the net assets used in our businesses. As Bunge operates in a number of capital intensive businesses, RONA allows us to measure management's ability and efficiency in using our assets to generate profits that exceed our cost of capital. As a complement to RONA, net income after minority interest (income from continuing operations) and operating profit measure the overall profitability of Bunge's ongoing business operations. Because the Committee has determined that RONA is a principal driver of shareholder value for Bunge, the percentage variation from target is indexed by a factor of 2.5 before averaging the result with net income after minority interest or operating profit of Bunge Limited or a business unit (as applicable). The following table sets forth the company performance goals established for each Named Executive Officer for 2007:

Name and Description of Performance Measure	Target RONA	Actual RONA	Target Net Income After Minority Interest (\$ million)	Actual Net Income After Minority Interest (\$ million)	Target Operating Profit (\$ million)(1)	Actual Operating Profit (\$ million)(1)
<i>Alberto Weisser</i> RONA and net income after minority interest for Bunge Limited	8.1%	11.5%	\$ 597.1	\$ 777.6	\$	\$
<i>Archibald Gwathmey</i> RONA and operating profit for Bunge Global Agribusiness	9.2%	11.7%			385.8	530.3
<i>Andrew J. Burke</i> RONA and operating profit for Bunge Global Agribusiness	9.2%	11.7%			385.8	530.3
<i>Flávio Sá Carvalho</i> RONA and net income after minority interest for Bunge Limited	8.1%	11.5%	597.1	777.6		

(1) Operating profit as shown in the table includes allocations of interest expense relating to working capital.



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Because Ms. Fouse joined Bunge in July 2007, pursuant to the terms of Ms. Fouse's employment offer letter with the company, she was guaranteed a bonus equal to 75% of her annual base salary for 2007, which represents the target annual cash incentive award that Ms. Fouse would have been eligible to receive under the Annual Incentive Plan had she been employed with us for the full 2007 fiscal year. Mr. Wells did not participate in the Annual Incentive Plan for 2007 due to his resignation from Bunge.

**Individual Performance Goals.** Each Named Executive Officer is also evaluated based on the achievement of individual performance goals that are assigned based on the executive's role within the company and their responsibility for delivering on such goals, and their overall contribution to the company during the fiscal year. The individual performance goals generally relate to the achievement of specific aspects of Bunge's business strategy and corporate initiatives designed to contribute towards shareholder value. These initiatives include the following categories: productivity, quality, safety and environment, people development, logistics, information technology and innovation. In addition, the contribution of each Named Executive Officer during the fiscal year in review is measured with respect to the following core management competencies:

building organizational capability;

technical competence;

teamwork and collaboration;

leadership;

entrepreneurship;

customer/farmer focus;

strategic thinking;

results orientation;

communications; and

personal effectiveness.

**Determination of Individual Annual Cash Incentive Awards.** Following the completion of each fiscal year, the Committee reviews and approves individual annual cash incentive awards for the prior fiscal year based on the results achieved on the company and individual performance goals as described above. Company performance is approved by the Committee after audited results for the prior fiscal year are finalized. The Named Executive Officers' performance against their individual performance objectives is assessed by the executive's manager, which in the case of each Named Executive Officer other than the CEO is the CEO. The CEO's performance against his individual objectives is determined directly by the Committee. The Committee retains the right to adjust a Named Executive Officer's actual annual cash incentive award upward or downward if it determines that such adjustment is appropriate and consistent with the objectives and principles of our executive compensation program, such as to reflect factors including changes in business strategies, unforeseeable challenges or other events or developments not reflected in the performance measures and goals for the year. The Committee then approves an award amount for each Named Executive Officer based on the target annual cash incentive award granted to each executive.

In February 2008, based on the process and factors described above, the Committee determined that payouts under the Annual Incentive Plan to the Named Executive Officers for 2007 would be between 188% and 234% of their respective target annual cash incentive awards. The actual annual cash incentive awards paid to each Named Executive Officer for 2007, as approved by the Committee, are set forth on the "Non-Equity Incentive Plan Compensation" column of the Summary Compensation Table.

### Long-Term Incentive Compensation

Named Executive Officers are eligible to receive long-term equity-based incentive compensation awards under Bunge's Equity Incentive Plan. Pursuant to the Equity Incentive Plan, the Committee may grant qualified and non-qualified stock options and restricted stock units, including restricted stock units that vest subject to the satisfaction of a specified service period ("time-vested RSUs") and/or the achievement of certain pre-established performance goals over a specified performance period (performance-based restricted stock units, or "PBRsUs"). The long-term equity-based incentive compensation element of our executive compensation program is intended to provide that Named Executive Officers have a continuing stake in the long-term success of the company. Bunge further emphasizes equity ownership by senior executives through the share ownership guidelines described later in this section.

It is the Committee's practice to make annual grants of equity-based awards in the form of non-qualified stock options and PBRsUs under the Equity Incentive Plan to employees (including the Named Executive Officers) at the beginning of each year, when compensation decisions for the year are made and after the public release of Bunge's year-end audited financial results for the prior fiscal year. The Committee targets the value of the long-term incentive awards granted to Named Executive Officers to the median of the value of equity-based awards granted to comparable executives in the Comparator Groups. The Committee also considers shareholder dilution, the percentage of outstanding stock option and restricted stock unit awards, paper gains on outstanding long-term incentive awards, the historical relationship between Bunge's pay and performance against the Peer Group and accounting expense in determining the amount and type of these awards.

After consideration of the above factors and the recommendation of the compensation consultant, the Committee determined that for the 2007 annual grant, the value of long-term incentive awards should be divided evenly between stock options and PBRsUs based on the Committee's assessment that this mix of share price appreciation-based and performance-based full value share awards furthers our executive compensation program's objectives of linking incentive compensation to the company's performance, creating long-term shareholder value and aligning the interests of Named Executive Officers and Bunge's shareholders.

On rare occasions in response to special situations, the Committee may make special equity grants in the form of stock options or restricted stock units to Named Executive Officers on grant dates other than the annual grant date. In June 2007, the Committee approved a grant of 25,000 stock options and 50,000 time-vested RSUs to Ms. Fouse effective as of the date of commencement of her employment with the company (July 23, 2007) in consideration for compensation foregone at her previous employer and as an inducement to join the company. The Committee also awarded Mr. Burke 5,000 time-vested RSUs in August 2007 to recognize his contributions in serving as our interim chief financial officer while continuing in his role as Co-Chief Executive Officer, Bunge Global Agribusiness prior to the appointment of Ms. Fouse. The terms of these awards are further described below.

**Stock Option Awards.** Stock options will have value only if the trading price of Bunge's common shares exceeds the exercise price of the stock option. Stock options granted under our Equity Incentive Plan vest in three equal installments on each of the first three anniversaries following the option grant date and remain exercisable until the tenth anniversary of the option grant date. Pursuant to the terms of the Equity Incentive Plan, Bunge sets the exercise price of a stock option based on the average of the high and low sale prices of Bunge's common shares on the New York Stock Exchange on the grant date. On February 26, 2007, the Committee granted stock options to the Named Executive Officers (other than Ms. Fouse and Mr. Wells) effective as of February 27, 2007 with an exercise price equal to the average of the high and low sale prices of Bunge's common shares on February 27, 2007. It is the Committee's practice to make the annual grants of equity-based incentive compensation awards

(including stock options) effective as of the day immediately following the date that the Committee takes action with respect to such awards, as this is typically the date that the full Board meets.

In connection with her joining Bunge on July 23, 2007, Ms. Fouse received a grant of 25,000 stock options effective as of such date. These stock options will vest in one-third equal annual installments on each of the first three anniversaries of the grant date, will have a ten-year term and an exercise price equal to the average of the high and low sale prices of Bunge's common shares on the grant date.

Information regarding the fair value and the number of stock options awarded to the Named Executive Officers for 2007 is set forth on the Grants of Plan-Based Awards Table on page 30 of this proxy statement.

**PBR SU Awards.** On February 27, 2007, the Committee also awarded PBR SUs to the Named Executive Officers (other than Ms. Fouse and Mr. Wells) for the fiscal year 2007-2009 performance period. Payouts of the PBR SUs, if any, will generally be subject to the Named Executive Officer's continued employment with Bunge through the vesting date and will be based on Bunge's cumulative, three-year diluted earnings-per-share results in accordance with the table below:

Cumulative 3-year diluted earnings-per-share	Percent of Award Vesting
less than \$12.47	0%
\$12.47	50%
\$15.59	100%
\$21.83	200%
greater than \$21.83	200%

The Committee sets the target performance level (100%) for the PBR SUs using the company's prior year reported diluted earnings per share as a baseline and increasing it by 10% for each year in the performance period. Results in between \$12.47 and \$21.83 are interpolated. In addition, dividend equivalents are paid in Bunge common shares on the date that PBR SUs are otherwise paid-out, based on the number of shares vesting, subject to a maximum of the target award granted. Diluted earnings per share is used as the performance measure for the PBR SUs because investors generally view it as a key measure of our financial performance.

Each year, following the end of a three-year PBR SU performance period, Bunge's achievement of the performance measures is determined by the Committee based on Bunge's financial results, subject to the Committee's discretion to adjust such results for non-recurring charges and other one-time events.

In February 2008, the Committee reviewed and certified the achievement of the performance measures for the PBR SUs granted for the 2005-2007 performance period. The following table shows the results for the 2005-2007 performance period:

Performance Measure	2005-2007 PBR SU Award		
	Target Performance	Actual Performance	Percentage of Award Vesting
Cumulative 3-year diluted earnings per share	\$ 14.93	\$ 14.66	95%

Information regarding the fair value and number of PBR SUs that the Named Executive Officers may earn at the end of the 2007-2009 performance period, subject to satisfaction of the performance measures described above, is shown in the Grants of Plan-Based Awards Table.

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In addition, the value and number of PBRsUs that the Named Executive Officers earned in 2007 for the 2005-2007 performance period are shown in the "Stock Awards" column of the Option Exercises and Stock Vested Table on page 32 of this proxy statement.

**Time-Vested RSUs.** The Committee awards time-vested RSUs on an infrequent basis for special purposes, such as retention and special recognition of exceptional performance. These awards generally vest based on the individual's continued employment with Bunge. Award sizes and vesting dates vary to allow flexibility in connection with the specific award. In addition, dividend equivalents are credited as additional time-vested RSUs and are paid-out in Bunge common shares on the date that time-vested RSUs otherwise vest and are settled. As described above, in August 2007, the Committee granted Mr. Burke 5,000 time-vested RSUs to recognize his contributions in serving as our interim chief financial officer while continuing in his role as Co-Chief Executive Officer, Bunge Global Agribusiness prior to the appointment of Ms. Fouse. The award will vest in four equal installments on each of the first four anniversaries following the date of grant. In July 2007, Ms. Fouse received a grant of 50,000 time-vested RSUs in connection with her joining Bunge. The award will vest in three equal installments on each of the first three anniversaries following Ms. Fouse's date of hire. Other than those granted to Mr. Burke and Ms. Fouse, no time-vested RSUs were granted to the Named Executive Officers in 2007. Mr. Burke's and Ms. Fouse's time-vested RSUs are shown in the Grants of Plan-Based Awards Table.

### Retirement and Welfare Benefits

Bunge provides employees with a range of retirement and welfare benefits that are designed to assist the company in attracting and retaining employees critical to the company's long-term success and to reflect the competitive practices of the companies in the Peer Group. Named Executive Officers are eligible for retirement benefits under the following plans: (i) the Bunge U.S. Pension Plan, (ii) the Bunge Excess Benefit Plan, (iii) the Bunge U.S. SERP, (iv) the Bunge Retirement Savings Plan and (v) the Bunge Excess Contribution Plan. Mr. Weisser does not participate in the U.S. SERP. Rather, he receives a supplemental retirement benefit under the terms of his employment agreement. Our executive compensation program also provides Named Executive Officers with certain perquisites and personal benefits.

The following is a brief summary of the retirement and welfare benefits provided under our executive compensation program. The Committee, in consultation with the compensation consultant, periodically reviews the retirement and other benefits provided to the Named Executive Officers to ensure competitiveness with the Peer Group.

**Retirement Plans.** The pension plan, a tax qualified retirement plan, covers substantially all the company's U.S. based salaried and non-union hourly employees. Each of the Named Executive Officers participates in the pension plan. All employees whose benefits under the pension plan are limited by the Internal Revenue Code, including the Named Executive Officers, participate in the excess benefit plan. In addition, all of the Named Executive Officers (other than Mr. Weisser) participate in the U.S. SERP. The Pension Plan, U.S. SERP and the excess benefit plan are described in the narrative following the Pension Benefits Table on page 33 of this proxy statement.

Mr. Weisser receives a non-tax qualified supplemental retirement plan benefit pursuant to his employment agreement. The terms of Mr. Weisser's supplemental retirement benefits are described beginning on page 35 of this proxy statement.

In order to compensate Mr. Sá Carvalho and Ms. Fouse for retirement benefits from previous employers that they were required to forgo when they joined Bunge, they were provided with additional credited service under the company's non-tax qualified retirement plans. Mr. Sá Carvalho received five years of additional credited service effective in 2007, and Ms. Fouse received five years of additional credited service, to be credited at the rate of one extra year for each of the first five years of Ms. Fouse's completed service with Bunge.

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The estimated annual normal retirement benefits payable to the Named Executive Officers (determined on a present value basis) are set forth in the Pension Benefits Table.

**401(k) Plan and Excess 401(k) Plan.** The retirement savings plan, a tax qualified retirement plan, covers substantially all U.S. based salaried and non-union hourly employees. Each of the Named Executive Officers participates in the retirement savings plan. All employees whose benefits under the retirement savings plan are limited by the Internal Revenue Code, including the Named Executive Officers, participate in the excess contribution plan, which is a non-tax qualified retirement plan. The retirement savings plan and the excess contribution plan are described following the Nonqualified Deferred Compensation Table on page 36 of this proxy statement.

Company matching contributions allocated to the Named Executive Officers under the retirement savings plan and the excess contribution plan are shown in the "All Other Compensation" column of the Summary Compensation Table.

**Health and Welfare Plans.** Active employee benefits such as medical, dental, life insurance and disability coverage are available to U.S. employees through Bunge's flexible benefits plan. Employees contribute toward the cost of the flexible benefits plan by paying a portion of the premium costs on a pre-tax basis. Long-term disability coverage can be paid on an after-tax basis at the employee's option. In addition, the Company has provided Mr. Sá Carvalho with a supplemental executive life insurance policy with coverage equal to \$1,250,000. The company will not make any premium payments following Mr. Sá Carvalho's retirement.

### **Perquisites and Executive Benefits**

The Committee reviews the perquisites provided to Bunge's executive officers under our executive compensation program periodically. Prior to 2006, Bunge provided executive officers, including the Named Executive Officers, with an automobile allowance and a flexible spending account that could be used to reimburse the cost of certain perquisites selected by the executive officer in a fiscal year, including financial and tax planning services, estate planning services, home office equipment and software, club memberships, executive physicals and other specified perquisites. The value of the perquisites provided was limited to approximately \$45,000 for the CEO and \$27,000 for the other Named Executive Officers. During 2006, the Compensation Committee reviewed and revised Bunge's perquisites policy to reduce the perquisites provided to executive officers. Under the revised policy, Bunge now provides executive officers, including the Named Executive Officers, with an annual allowance of \$9,600 designed to cover the cost of a portion of the perquisites formerly offered by the Company.

### **Severance and Change of Control Benefits**

Our executive compensation program is designed to provide for the payment of severance benefits to our Named Executive Officers upon certain types of employment terminations. Providing severance and change of control benefits assists Bunge in attracting and retaining executive talent and reduces the personal uncertainty that executives are likely to feel when considering a corporate transaction. These arrangements also provide valuable retention incentives that focus executives on completing such transactions, thus enhancing long-term shareholder value. The Named Executive Officers are provided with severance benefits under individual arrangements. Mr. Weisser and Ms. Fouse are the only Named Executive Officers with change of control protections, and in each case the applicable agreements contain a "double trigger" requirement, meaning that both a change of control must occur and the executive's employment must also be terminated before the executive is entitled to any payment or accelerated vesting of equity awards.

The terms of the individual arrangements, and a calculation of the estimated severance benefits that would be payable to each Named Executive Officer under their respective arrangements, are set forth under the Potential Payments Upon Termination of Employment or Change of Control tables beginning on page 38 of this proxy statement.

***Executive Officer Share Ownership Guidelines***

To further align the personal interest of senior management with the interests of Bunge's shareholders, the Board has established the following share ownership guidelines for the minimum amount of Bunge common shares that is required to be held by senior executives, including the Named Executive Officers. The guidelines took effect in 2005 and are required to be met within five years from the effective date or, if later, from the date that the individual is hired or appointed to a covered title, as applicable. The guideline applicable to senior executives is based on a multiple of the executive's base salary. For the CEO, the guideline is five times the CEO's base salary, and for executives reporting directly to the CEO, including the Named Executive Officers, the guideline is 2.5 times the executive's base salary. For a description of the share ownership guidelines applicable to our non-employee directors, see "Director Compensation."

Shares deemed to be owned for purposes of the share ownership guidelines include shares directly owned by the executive, shares underlying hypothetical share units held under the company's deferred compensation plans and 50% of the difference between the exercise price of a vested, in-the-money stock option and the fair market value of a Bunge common share. Unvested stock options, unearned PBRsUs and unvested time-vested RSUs do not count toward achievement of the guidelines. Furthermore, senior executives, including the Named Executive Officers, are required to hold 50% of the net shares acquired through the company's long-term incentive plans (such as stock options or PBRsUs) until the guidelines are met. All current Named Executive Officers have either met their ownership guidelines or are making satisfactory progress toward their respective ownership guidelines as of December 31, 2007. In addition, we have a policy that prohibits executive officers from hedging their ownership of company common shares.

***Tax Deductibility of Compensation***

Section 162(m) of the U.S. Internal Revenue Code precludes a public corporation from taking a deduction for compensation in excess of \$1 million for its chief executive officer or any of its four other highest paid executive officers, unless certain specific performance criteria are satisfied. Bunge has adopted the annual incentive plan and the equity incentive plan which are designed to help ensure that incentive compensation determined thereunder is considered qualified performance-based compensation within the meaning of Section 162(m) and is deductible by us. While our executive compensation program seeks to maximize the tax deductibility of compensation payable to our Named Executive Officers by having such compensation qualify as performance-based, the Committee retains the flexibility to compensate Named Executive Officers in a manner intended to promote varying corporate goals, even if certain amounts that may be payable in excess of \$1 million may not be deductible under Section 162(m). For 2007, Bunge estimates that approximately \$500,000 of executive compensation expenses will not be deductible under Section 162(m).

***Compensation Committee Report***

The compensation committee has reviewed and discussed the preceding "Compensation Discussion and Analysis" with management. Based on such review and discussions, the compensation committee recommended to the Board that the Compensation Discussion and Analysis be included in this proxy statement and be included in Bunge Limited's Annual Report on Form 10-K for the year ended December 31, 2007.

The foregoing report on executive compensation for 2007 has been furnished on behalf of the Board by the undersigned members of the compensation committee.

Members of the Compensation Committee

L. Patrick Lupo, Chairman  
Ernest G. Bachrach  
Michael H. Bulkin  
Francis Coppinger  
Paul H. Hatfield

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Summary Compensation Table

The following table sets forth the compensation of our Chief Executive Officer, our current and former Chief Financial Officers, and the other three most highly compensated executive officers (the "Named Executive Officers") who were serving as executive officers as of December 31, 2007. The positions shown in the table are the officer's positions with Bunge or our subsidiaries as of December 31, 2007.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards(1) (\$)	Option Awards(1) (\$)	Non-Equity Incentive Plan Compensation(2) (\$)	Change in Pension Value and Non-Qualified Deferred Compensation Earnings(3) (\$)	All Other Compensation(4) (\$)	Total(5) (\$)
Alberto Weisser Chairman and Chief Executive Officer	2007	\$ 1,200,000	\$	\$ 4,078,610	\$ 1,662,097	\$ 3,360,000	\$ 62,896	\$ 48,200	\$ 10,411,803
	2006	1,200,000		2,564,010	1,380,291	1,150,000	898,274	48,400	7,240,975
Jacquelyn A. Fouse(6) Chief Financial Officer	2007	292,769	650,000(9)	630,403	86,376			184,434(10)	1,843,982
Archibald Gwathmey Co-Chief Executive Officer, Bunge Global Agribusiness	2007	620,000		1,651,802	894,339	1,400,000	140,188	23,700	4,730,029
	2006	600,000		1,113,361	916,327	300,000	947,958	21,150	4,172,113
Andrew J. Burke Co-Chief Executive Officer, Bunge Global Agribusiness	2007	500,000		579,993	199,467	700,000	83,573	15,200	2,078,233
	2006	375,000		356,146	177,509	300,000	59,702	15,400	1,283,757
Flávio Sá Carvalho(7) Chief Personnel Officer	2007	400,000		625,006	513,512	600,000	694,796	15,200	2,848,514
	2006	375,000		356,146	177,509	280,000	214,028	32,728	1,435,411
William Wells(8) Former Chief Financial Officer	2007	130,000		137,885	239,619		15,386	27,196(11)	550,086
	2006	520,000		667,329	331,343	500,000	135,209	20,800	2,174,681

(1) The amount recognized for 2007 financial reporting purposes in accordance with SFAS 123R (without any reduction for risk of forfeiture), is determined based on applying the assumptions used in Bunge's financial statements. See Note 23 to the audited financial statements in our Form 10-K regarding assumptions underlying valuation of equity awards. The terms applicable to the restricted stock unit awards and the option awards granted for fiscal year 2007 are set forth in the Grants of Plan-Based Awards Table. It is difficult to make comparisons among Named Executive Officers because retirement eligibility affects accounting expense. Further, amounts reported for these awards represent Bunge's accounting expense and may not represent the amounts that the Named Executive Officers will actually realize from the awards. Whether and to what extent a Named Executive Officer realizes value will depend on Bunge's actual operating performance, stock price fluctuations and the Named Executive Officer's continued employment.

(2) Incentive compensation awards under the Annual Incentive Plan ("AIP") for fiscal year 2007 which were paid in March 2008.

(3) The aggregate change in the actuarial present value of the accumulated pension benefit was based on the difference between the amounts required to be disclosed under the Pension Benefits Table for the 2007 fiscal year and the amounts that would have been required to be reported for the Named Executive Officers under the Pension Benefits Table for the 2006 fiscal year. For information about the assumptions used, see the Pension Benefits Table. There is no above-market or preferential earnings with respect to the non-qualified deferred compensation arrangements. The change in actuarial present value for Mr. Weisser's SERP was -\$1,011,361 and pursuant to SEC rules, is reflected as \$0. Ms. Fouse will be eligible to participate in the Company's pension benefit plans effective July 23, 2008.

(4) Mr. Weisser received company matching contributions to his 401(k) Plan account of \$9,000 and to his Excess 401(k) Plan account of \$39,200. Ms. Fouse received company matching contributions to her 401(k) Plan account of \$6,600. Mr. Gwathmey received company matching contributions to his 401(k) Plan account of \$9,000 and to his Excess 401(k) Plan account of \$14,700.

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Mr. Burke received company matching contributions to his 401(k) Plan account of \$9,000 and to his Excess 401(k) Plan account of \$6,200.  
Mr. Sá Carvalho received company matching contributions to his 401(k) Plan account of \$9,000 and to his Excess 401(k) Plan account of \$6,200.  
Mr. Wells received company matching contributions to his 401(k) Plan account of \$5,200 and to his Excess 401(k) Plan account of \$12,000.

- (5) Represents total of all columns in table.
- (6) Ms. Fouse joined Bunge as Chief Financial Officer effective July 23, 2007.
- (7) Mr. Sá Carvalho's employment with Bunge terminated on February 29, 2008.



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- (8) Mr. Wells' employment with Bunge terminated on April 1, 2007.
- (9) Represents (i) \$500,000 bonus for 2007, and (ii) the first \$150,000 installment of Ms. Fouse's \$300,000 hiring bonus paid in 2007. The second and final installment will be paid on the first anniversary of her hire date.
- (10) In addition to company matching contributions, this includes relocation payments in the aggregate amount of \$177,834.
- (11) In addition to company matching contributions, this includes \$9,996 paid to Mr. Wells in respect of accrued and unused vacation. See additional information regarding Mr. Wells' termination of employment beginning on page 43 of this proxy statement.

### Grants of Plan-Based Awards Table

The following table sets forth certain information with respect to awards under our Annual Incentive Plan and Equity Incentive Plan to the Named Executive Officers for the fiscal year ended December 31, 2007.

Names	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1)			Estimated Future Payouts Under Equity Incentive Plan Awards(2)			All Other Stock Awards: Number of Shares or Units (3)(#)	All Other Options Awards: Number of Securities Underlying Options (4)(#)	Exercise or Base Price of Option Awards (\$/Sh)	Closing Price On Grant Date (\$)	Grant Date Fair Value of Stock and Option Awards (\$)(5)
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)					
Alberto Weisser	02/27/2007	\$ 288,000	\$ 1,440,000	\$ 3,600,000	15,000	30,000	60,000				\$ 78.96	\$ 2,401,800
	02/27/2007								110,000	80.06	78.96	2,675,200
Jacquelyn A. Fouse	07/23/2007							50,000			86.15	4,277,000
	07/23/2007								25,000	85.54	86.15	588,000
Archibald Gwathmey	02/27/2007	124,000	620,000	1,550,000	3,100	6,200	12,400				78.96	496,372
	02/27/2007								21,000	80.06	78.96	510,720
Andrew J. Burke	02/27/2007	75,000	375,000	937,000	1,875	3,750	7,500				78.96	300,225
	02/27/2007								12,500	80.06	78.96	304,000
	08/02/2007							5,000			94.23	463,850
Flávio Sá Carvalho	02/27/2007	60,000	300,000	750,000	1,875	3,750	7,500				78.96	300,225
	02/27/2007								12,500	80.06	78.96	304,000
William Wells												

- (1) Represents annual cash incentive award opportunity under the company's Annual Incentive Plan.
- (2) Represents performance-based restricted stock units for the 2007-2009 performance period under the company's Equity Incentive Plan ("EIP").
- (3) Represents time-vested restricted stock units granted to Ms. Fouse effective as of July 23, 2007 vesting one-third per year on each of the first three anniversaries of the grant date and to Mr. Burke on August 2, 2007 vesting one-fourth per year on each of the first four anniversaries of the grant date.
- (4) On February 26, 2007, the compensation committee took action to grant stock options to Bunge's Named Executive Officers (other than Ms. Fouse and Mr. Wells) effective as of February 27, 2007. Under the EIP, the exercise price of the stock options was determined based on the average of the high and low sale prices of Bunge's common shares on the New York Stock Exchange on the grant date of the option (February 27, 2007). The average of the high and low sale prices of Bunge's common shares on the New York Stock Exchange on February 27, 2007 was \$80.06. February 27, 2007 is the SFAS 123R grant date. In connection with her hiring, Ms. Fouse was granted stock options effective as of July 23, 2007. The average of the high and low sale prices of Bunge's common shares on the New York Stock Exchange on July 23, 2007 was \$85.54.
- (5) This column shows the full grant date fair value of PBRsUs, stock options and time-vested restricted stock units (as applicable) under SFAS 123R granted to the Named Executive Officers in 2007. Generally, the full grant date fair value is the amount that the company would expense in its financial statements over the award's vesting schedule. See Note 23 to the audited financial statements in our Form 10-K regarding assumptions underlying

valuation of equity awards.

**Outstanding Equity Awards Table**

The following table sets forth certain information with respect to all outstanding equity awards held by the Named Executive Officers as of December 31, 2007.

**Option  
Awards(1)**

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**Stock Awards(2)**

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