



ARCHER DANIELS MIDLAND COMPANY

2019 Letter to Stockholders Proxy Statement

2018 Form 10-K



Dear Stockholders,

Our team delivered a solid performance in 2018, meeting the growing and evolving global needs of our agricultural, industrial, animal nutrition, and food and beverage customers. The result was a year in which, in an environment of trade disruptions, we delivered strong results while continuing to advance our strategy.

The safety and health of the colleagues and partners working in our facilities remains our highest day-to-day priority. This was our 18th consecutive year of reducing recordable injuries, and December overall was the safest month ever for our employees. However, we know from experience that complacency is the enemy of continued progress and that we can still do better, so ADM continues to maintain a relentless focus on safety.

From an overall financial perspective, we continued to execute our balanced capital allocation framework, which — along with strong operating cash flow generation — resulted in a solid balance sheet at the end of the year.

\$3.50	\$3.4 billion	8.3%	4.5%	349
2018 Adjusted EPS, 44% higher than 2017	2018 Adjusted Segment Operating Profit, 26% higher than 2017	Four-Quarter Trailing Return on Invested Capital, 200 bps above annual WACC	Increase in quarterly dividend in February 2019	Consecutive quarterly dividend payments as of February 2019

Across all four of our businesses, our teams performed very well:

- **Origination** delivered full-year adjusted operating profits of \$546 million, 35 percent higher than in 2017. The team planned in advance and moved swiftly to manage changing trade flows, allowing us to minimize disruptions and capitalize on new opportunities. Simultaneously, we continued to grow our value-added services, with the destination marketing team achieving our growth goal of 20 million metric tons in origination volumes a year earlier than our original target.
- **Oilseeds** had a very strong year, delivering record profits, up almost 80 percent over 2017, and showing how our truly global, diversified business can capitalize on growing demand in dynamic market conditions. The team did well managing risk in a volatile market and delivering growth, utilizing our asset base, flex capacity and growth investments to set strong performance records.
- The **Carbohydrate Solutions** team showed how innovation and creative problem solving can help mitigate the impact of challenging market conditions. We grew sweetener sales year over year by working closely with major customers to find new solutions for evolving needs, and we moved swiftly to capitalize on opportunities in a growing starches market. Bioproducts results were lower year over year in a weak ethanol industry pricing and margin environment.
- The **Nutrition** business continued its strong growth, as investments helped contribute to sales that were up almost 7 percent versus 2017 on a constant currency basis and operating profits that were 9 percent higher year over year. Through continued collaboration with our customers, we were able to provide innovative solutions across our growth platforms — including animal nutrition, health & wellness, human nutrition and taste — as well as increase our sales growth pipeline by 50 percent over 2017.

Our team achieved all of this while simultaneously advancing our strategic plan:

In our efforts to **Optimize the Core**, we:

- Divested our Bolivian oilseeds business;
- Sold several elevators in the U.S., further optimizing our origination footprint; and
- Led significant turnarounds in our global trade and South American origination businesses.

As part of our work to **Drive Efficiencies**, we:

- Delivered cost savings of more than \$300 million on a run-rate basis, significantly outpacing our target of \$200 million; and
- Began working with industry peers to investigate ways to use emerging digital technologies to standardize and digitize time-intensive processes associated with the global agricultural commodity value chain.

In our **Growth** pillar, our investments helped to contribute to the year's strong performance and lay a strong foundation for future growth:

- In our Core Growth platform, we announced GrainBridge, an important joint venture with Cargill in the digital innovation space; launched our SoyVen joint venture, which operates a soybean processing facility in Egypt; and grew our Brazilian Oilseeds crush and value-added footprint with the addition of certain assets of Algar Agro, including two crushing and refining facilities. We also completed a significant modernization of our flour mill in Enid, Oklahoma.
- In Animal Nutrition, we completed negotiations to acquire Neovia, a truly transformational addition that, after closing in early 2019, instantly made ADM a global industry leader in value-added products and solutions for both production and companion animals. We also celebrated the opening of modernized production facilities in Illinois and Nebraska.
- In Health & Wellness, we acquired leading natural healthcare and probiotics provider Protexin, and opened a new enzyme research lab in California.
- In Human Nutrition, we continued to expand our global network of customer innovation centers, with openings in Singapore and Shanghai, and we began commissioning our state-of-the-art pea protein facility in Enderlin, North Dakota.
- In Carbohydrates, we launched our AKP joint venture, expanding our global starches and sweeteners business into the Russian market.
- In Taste, we added premium vanilla producer Rodelle, Inc.

We also continued to advance critical Sustainability efforts in 2018:

Diversity and Inclusion

Throughout 2018, several organizations recognized ADM's efforts to build an inclusive culture and diverse workforce.

Profiles In Diversity Journal gave its 2018 Innovations in Diversity Award to "Together We Grow", a consortium that ADM co-launched in 2016 to focus on educating, recruiting, and retaining a more diverse workforce in the agriculture sector, and named two ADM leaders as "Women Worth Watching"; USG Corporation named our company as its Diversity & Inclusion Supplier of the Year; and *The Rising Tides* recognized our Board and executive leadership team as one of the most diverse among Fortune 50 companies.

We are proud of the increasing recognition we're receiving, but we know we have to do more. In January of this year, we announced a partnership with Paradigm for Parity®, and a commitment to achieving gender parity within our senior leadership structure by 2030. We will continue to prioritize building an inclusive and diverse culture throughout 2019 and beyond.

Environmental Stewardship

Our focus on sustainable practices and environmental responsibility remained a focus in 2018 as well. We have already met — ahead of schedule — our own ambitious goals for energy, greenhouse gas, water and waste reduction. I am proud that we are being recognized for our efforts: ADM was named an Industry Mover in the RobecoSAM Sustainability Yearbook 2018, and last November, the Alliance for Sustainable Agriculture awarded its 2018 Collaboration of the Year Award to ADM, along with General Mills and Agribile, for our work helping farmers in Kansas, Oklahoma and Missouri to measure and improve management of natural resources.

Overall, 2018 was a strong year, and I am proud of how the ADM team performed. Now, we are well into 2019, and fully focused on continuing to pull the levers under our control to deliver value for our customers and our shareholders.

There are three key areas we will be prioritizing this year.

- The first is continuing to improve the performance of certain businesses. As we continue to optimize the core, we have established specific year-over-year improvement targets for those businesses that need to further strengthen their performance. We plan to rigorously monitor their performance throughout the year and take further actions if necessary to ensure that they meet our expectations. At the same time, we will ensure that stronger businesses sustain and build on previous gains.
- The second is Readiness. Our effort to standardize processes globally, drive overall performance excellence, and digitize the enterprise underpins our entire strategy. 2018 was the year in which we launched Readiness and embedded the change within the whole organization. We identified thousands of initiatives to standardize, centralize, and digitize how we do business. By the end of the year, we had already completed 120 of those initiatives, generating \$300 million in new run-rate benefits. 2019 is when we expect Readiness to accelerate, as we take our current bank of prioritized initiatives and deliver projects and cultural change that, taken together, will permanently change how we run our business, creating a lasting structure under which we will be more efficient and more effective.
- The third priority area is growth — specifically, ensuring that the growth investments we have made in recent years fully deliver on their profit and returns potential. Since 2014, we have dramatically expanded our portfolio and our geographic reach with both organic growth projects and M&A activity. All told, we have made more than \$7 billion in growth investments over the last five years. Now, with an unparalleled portfolio of products and ingredient solutions in key growth markets around the world, 2019 is the year we focus on harvesting increasing returns from those investments.

ADM is following a clear path for success, as our strategy, our innovation and our people continue to differentiate us. I am proud of the results we have delivered, and remain confident that we are building a great and enduring company for 2019 and years to come.

Sincerely yours,

A handwritten signature in black ink that reads "Juan Luciano". The signature is written in a cursive, flowing style.

Juan Luciano
Chairman, CEO and President

* This letter refers to non-GAAP, or "adjusted," financial measures that exclude certain items from the comparable GAAP measure. For a reconciliation of these non-GAAP items to GAAP, please refer to Annex A to the enclosed proxy statement and pages 32 and 35 of the enclosed Form 10-K.



ARCHER DANIELS MIDLAND COMPANY

2019 Proxy Statement

NOTICE OF ANNUAL MEETING

To All Stockholders:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of Archer-Daniels-Midland Company, a Delaware corporation, will be held at the JAMES R. RANDALL RESEARCH CENTER located at 1001 Brush College Road, Decatur, Illinois, 62521, on Wednesday, May 1, 2019, commencing at 8:30 A.M., for the following purposes:

- (1) To elect directors to hold office until the next Annual Meeting of Stockholders and until their successors are duly elected and qualified;
- (2) To ratify the appointment by the Board of Directors of Ernst & Young LLP as independent auditors to audit the accounts of our company for the fiscal year ending December 31, 2019;
- (3) To consider an advisory vote on the compensation of our named executive officers; and
- (4) To transact such other business as may properly come before the meeting.

By Order of the Board of Directors



D. C. FINDLAY, SECRETARY

March 22, 2019

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING TO BE HELD ON MAY 1, 2019: THE 2019 LETTER TO STOCKHOLDERS, PROXY STATEMENT, AND 2018 FORM 10-K ARE AVAILABLE AT

<https://www.proxy-direct.com/MeetingDocuments/30449/ARCHER-DANIELS-MIDLAND.pdf>

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Table of Contents

PROXY SUMMARY	1
GENERAL INFORMATION ABOUT THE ANNUAL MEETING AND VOTING	5
PROPOSAL NO. 1 — ELECTION OF DIRECTORS FOR A ONE-YEAR TERM	7
Director Nominees	8
Director Experiences, Qualifications, Attributes, and Skills; Board Diversity	11
Director Nominations from Stockholders	11
BOARD LEADERSHIP AND OVERSIGHT	12
Board Leadership Structure	12
Board Role in Risk Oversight	13
Sustainability and Corporate Responsibility	14
Board Role in Overseeing Political Activities	15
DIRECTOR EVALUATIONS; SECTION 16(a) REPORTING COMPLIANCE	16
Board, Committee, and Director Evaluations	16
Section 16(a) Beneficial Ownership Reporting Compliance	16
INDEPENDENCE OF DIRECTORS	17
NYSE Independence	18
Bylaw Independence	19
Corporate Governance Guidelines	19
Independent Executive Sessions	19
INFORMATION CONCERNING COMMITTEES AND MEETINGS	20
Board Meetings and Attendance at Annual Meeting of Stockholders	20
Audit Committee	20
Compensation/Succession Committee	21
Nominating/Corporate Governance Committee	22
Sustainability and Corporate Responsibility Committee	22
Executive Committee	22
STOCKHOLDER OUTREACH AND ENGAGEMENT; CODE OF CONDUCT	23
Communications with Directors	23
Code of Conduct	23
EXECUTIVE STOCK OWNERSHIP	24
Executive Stock Ownership Policy	24
Executive Officer Stock Ownership	24
COMPENSATION DISCUSSION AND ANALYSIS	25
Executive Summary	26
Components of Executive Compensation	27
Executive Compensation Best Practices	30
Oversight of Executive Compensation	31
2018 Executive Compensation	33
Peer Group	39
Employment Agreements, Severance, and Change-in-Control Benefits	40
Governance Features of Our Executive Compensation Programs	41
Compensation/Succession Committee Report	42
Compensation/Succession Committee Interlocks and Insider Participation	42

EXECUTIVE COMPENSATION	43
Summary Compensation Table	43
Grants of Plan-Based Awards During Fiscal Year 2018	44
Outstanding Equity Awards at Fiscal Year 2018 Year-End	46
Option Exercises and Stock Vested During Fiscal Year 2018	47
Pension Benefits	48
Qualified Retirement Plan	48
Supplemental Retirement Plan	49
Nonqualified Deferred Compensation	50
Termination of Employment and Change-in-Control Arrangements	51
CEO Pay Ratio	54
DIRECTOR COMPENSATION	55
Director Compensation for Fiscal Years 2018 and 2019	55
Director Stock Ownership Guidelines	56
EQUITY COMPENSATION PLAN INFORMATION; RELATED TRANSACTIONS	57
Equity Compensation Plan Information at December 31, 2018	57
Review and Approval of Certain Relationships and Related Transactions	57
Certain Relationships and Related Transactions	58
REPORT OF THE AUDIT COMMITTEE	59
PROPOSAL NO. 2 — RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	61
Fees Paid to Independent Auditors	61
Audit Committee Pre-Approval Policies	61
PROPOSAL NO. 3 — ADVISORY VOTE ON EXECUTIVE COMPENSATION	62
SUBMISSION OF STOCKHOLDER PROPOSALS AND OTHER MATTERS	63
Stockholders with the Same Address	63
Other Matters	63
ANNEX A: DEFINITION AND RECONCILIATION OF NON-GAAP MEASURES	A-1

PROXY SUMMARY

The following is a summary of certain key disclosures in this proxy statement. This is only a summary, and it may not contain all of the information that is important to you. For more complete information, please review this proxy statement in its entirety as well as our 2018 Annual Report on Form 10-K.

General Information

See pages 5–6

Meeting: Annual Meeting of Stockholders

Date: Wednesday, May 1, 2019

Time: 8:30 A.M.

Location: JAMES R. RANDALL RESEARCH CENTER,
1001 Brush College Road, Decatur, Illinois

Record Date: March 11, 2019

Stock Symbol: ADM

Exchange: NYSE

Common Stock Outstanding: 560,090,583 as of
March 11, 2019

Registrar & Transfer Agent: Hickory Point Bank and
Trust, fsb

State of Incorporation: Delaware

Corporate Headquarters and Principal Executive Office:
77 West Wacker Drive, Suite 4600,
Chicago, Illinois 60601

Corporate Website: www.adm.com

Executive Compensation

See pages 43–54

CEO: Juan R. Luciano

CEO 2018 Total Direct Compensation:

- Salary: \$1,300,008
- Non-Equity Incentive Plan Compensation: \$5,020,600
- Long-Term Incentives: \$13,204,353

CEO Employment Agreement: No

Change-in-Control Agreement: No

Stock Ownership Guidelines: Yes

Hedging Policy: Yes

Items to Be Voted On

Election of Directors for a One-Year Term

(See pages 7–11)

Ratification of Appointment of Independent Registered Public
Accounting Firm (Ernst & Young LLP)

(See page 61)

Advisory Vote on Executive Compensation

(See page 62)

Corporate Governance

See pages 7–23

Director Nominees: 12

- Alan L. Boeckmann (Independent)
- Michael S. Burke (Independent)
- Terrell K. Crews (Independent)
- Pierre Dufour (Independent)
- Donald E. Felsing (Independent)
- Suzan F. Harrison (Independent)
- Juan R. Luciano
- Patrick J. Moore (Independent)
- Francisco J. Sanchez (Independent)
- Debra A. Sandler (Independent)
- Lei Z. Schlitz (Independent)
- Kelvin R. Westbrook (Independent)

Director Term: One year

Director Election Standard: Majority voting standard for
uncontested elections

Board Meetings in 2018: 12

Board Committee Meetings in 2018:

- Audit – 9
- Compensation/Succession – 4
- Nominating/Corporate Governance – 4

Supermajority Voting Requirements: No

Stockholder Rights Plan: No

Governance Highlights

The Board of Directors views itself as the long-term stewards of ADM. The Board is committed to enhancing the success and value of our company for its stockholders, as well as for other stakeholders such as employees, business partners, and others. The Board recognizes the importance of good corporate governance and understands that transparent disclosure of its governance practices helps stockholders assess the quality of our company and its management and the value of their investment decisions.

ADM's corporate governance practices are intended to ensure independence, transparency, management accountability, effective decision making, and appropriate monitoring of compliance and performance. We believe that these strong corporate governance practices, together with our enduring corporate values and ethics, are critical to providing lasting value to the stockholders of our company.

<p>We use majority voting for uncontested director elections.</p>	<p>11 of our 12 current directors are independent and only independent directors serve on the Audit, Compensation/ Succession, and Nominating/Corporate Governance Committees.</p>
<p>We have an independent Lead Director, selected by the independent directors. The Lead Director provides the Board with independent leadership, facilitates the Board's independence from management, and has broad powers as described on page 12.</p>	<p>Our independent directors meet in executive session at each regular in-person board meeting.</p>
<p>We have a policy prohibiting directors and officers from trading in derivative securities of our company, and no NEOs or directors have pledged any company stock.</p>	<p>Significant stock ownership requirements are in place for directors and executive officers.</p>
<p>The Board and each standing committee annually conduct evaluations of their performance. Directors annually evaluate each other, and these evaluations are used to assess future re-nominations to the Board.</p>	<p>Individuals cannot stand for election as a director once they reach age 75, and our Corporate Governance Guidelines set limits on the number of for-profit company boards on which a director can serve.</p>
<p>Holders of 10% or more of our common stock have the ability to call a special meeting of stockholders.</p>	<p>Our bylaws include a "proxy access" provision under which a small group of stockholders who has owned at least 3% of our common stock for at least 3 years may submit nominees for up to 20% of the board seats for inclusion in our proxy statement.</p>

Voting Matters and Board Recommendations

Proposal	Board Voting Recommendation	Page Reference
Proposal No. 1 — Election of Directors	FOR	7
Proposal No. 2 — Ratification of Appointment of Independent Registered Public Accounting Firm	FOR	61
Proposal No. 3 — Advisory Vote on Executive Compensation	FOR	62

Director Nominee Qualifications and Experience

The following chart provides summary information about each of our director nominees' qualifications and experiences. More detailed information is provided in each director nominee's biography beginning on page 8.

	Current or Recent CEO	Non-U.S. Business	Risk Management	M&A	Government/ Public Policy	Agriculture, Food, or Retail Consumer Business	Corporate Governance	Sustainability/ Environmental
Alan L. Boeckmann	●	●	●	●		●	●	●
Michael S. Burke	●	●	●	●			●	
Terrell K. Crews		●	●	●		●		
Pierre Dufour		●	●	●			●	●
Donald E. Felsing	●	●	●	●		●	●	●
Suzan F. Harrison		●		●		●		
Juan R. Luciano	●	●	●	●		●	●	●
Patrick J. Moore	●	●		●	●		●	
Francisco J. Sanchez		●			●			
Debra A. Sandler		●		●		●		●
Lei Z. Schlitz		●		●				
Kelvin R. Westbrook	●			●	●	●	●	●

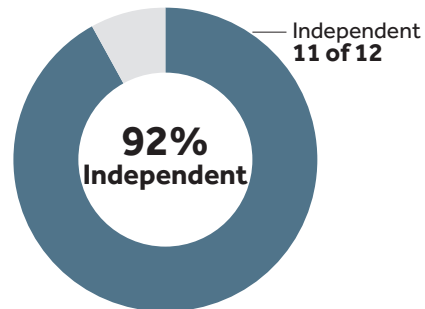
Director Nominee Diversity, Age, Tenure, and Independence

The following charts provide summary information about our director nominees' personal characteristics, including race/ethnicity, gender, geographic background, and age, as well as tenure and independence, to illustrate the diversity of perspectives of our director nominees. More detailed information is provided in each director nominee's biography beginning on page 8.

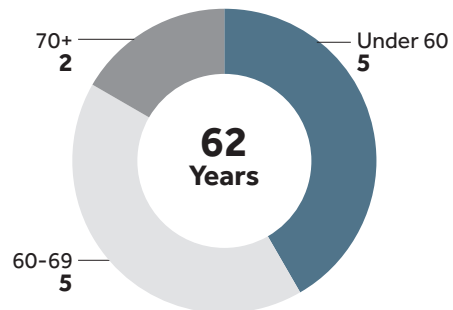
Diversity



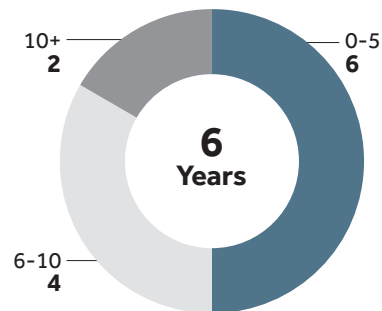
Independence



Average Age



Average Tenure



General Information About the Annual Meeting and Voting

Proxy Statement

GENERAL MATTERS

The Board of Directors asks that you complete the accompanying proxy for the annual stockholders' meeting. The meeting will be held at the time, place, and location mentioned in the Notice of Annual Meeting included in these materials. We will be using the "Notice and Access" method of providing proxy materials to stockholders via the internet. We will mail to our stockholders (other than those described below) a Notice of Internet Availability of Proxy Materials containing instructions on how to access our proxy statement and the 2018 Annual Report on Form 10-K and how to vote electronically via the internet. This notice will also contain instructions on how to request a paper copy of the proxy materials. Stockholders holding shares through the ADM 401(k) and Employee Stock Ownership Plan for Salaried Employees (the "401(k) and ESOP") and those stockholders who previously have opted out of participation in notice and access procedures will receive a paper copy of the proxy materials by mail or an electronic copy of the proxy materials by email. We are first providing our stockholders with notice and access to, or first mailing or emailing, this proxy statement and a proxy form around March 22, 2019.

We pay the costs of soliciting proxies from our stockholders. We have retained Georgeson LLC to help us solicit proxies. We will pay Georgeson LLC a base shareholder meeting services fee of approximately \$24,000 plus reasonable project management fees and expenses for its services. Our employees or employees of Georgeson LLC may also solicit proxies in person or by telephone, mail, or the internet at a cost which we expect will be nominal. We will reimburse brokerage firms and other securities custodians for their reasonable fees and expenses in forwarding proxy materials to their principals.

We have a policy of keeping confidential all proxies, ballots, and voting tabulations that identify individual stockholders. Such documents are available for examination only by the inspectors of election, our transfer agent, and certain employees associated with processing proxy cards and tabulating the vote. We will not disclose any stockholder's vote except in a contested proxy solicitation or as may be necessary to meet legal requirements.

Our common stockholders of record at the close of business on March 11, 2019, are the only people entitled to notice of the annual meeting and to vote at the meeting. At the close of business on March 11, 2019, we had 560,090,583 outstanding shares of common stock, each share being entitled to one vote on each of the director nominees and on each of the other matters to be voted on at the meeting. Our stockholders and advisors to our company are the only people entitled to attend the annual meeting. We reserve the right to direct stockholder representatives with the proper documentation to an alternative room to observe the meeting.

All stockholders will need a form of photo identification to attend the annual meeting. If you are a stockholder of record that received a paper copy of the proxy materials and plan to attend, please detach the admission ticket from the top of your proxy card and bring it with you to the meeting. The number of people we will admit to the meeting will be determined by how the shares are registered, as indicated on the admission ticket. If you are either a stockholder whose shares are held by a broker, bank, or other nominee or a stockholder of record that did not receive a paper copy of the proxy materials, please request an admission ticket by writing to our office at Archer-Daniels-Midland Company, Investor Relations, 4666 Faries Parkway, Decatur, Illinois 62526-5666. Your letter to our office must include evidence of your stock ownership. If you are not a stockholder of record, you can obtain evidence of ownership from your broker, bank, or nominee. The number of tickets that we send will be determined by the manner in which shares are registered. If your request is received by April 15, 2019, an admission ticket will be mailed to you. Entities such as a corporation or limited liability company that are stockholders may send one representative to the annual meeting, and the representative should have a pre-existing relationship with the entity represented. All other admission tickets can be obtained at the registration table located at the James R. Randall Research Center lobby beginning at 7:30 A.M. on the day of the meeting. Stockholders who do not pre-register will be admitted to the meeting only upon verification of stock ownership.

General Information About the Annual Meeting and Voting

Principal Holders of Voting Securities

The use of cameras, video or audio recorders, or other recording devices in the James R. Randall Research Center is prohibited. The display of posters, signs, banners, or any other type of signage by any stockholder in the James R. Randall Research Center is also prohibited. Firearms are also prohibited in the James R. Randall Research Center.

Any request to deviate from the admittance guidelines described above must be in writing, addressed to our office at Archer-Daniels-Midland Company, Attention: Secretary, 77 West Wacker Drive, Suite 4600, Chicago, Illinois 60601, and received by us by April 15, 2019. We will also have personnel in the lobby of the James R. Randall Research Center beginning at 7:30 A.M. on the day of the meeting to consider special requests.

If you properly execute the enclosed proxy form, your shares will be voted at the meeting. You may revoke your proxy form at any time prior to voting by:

- (1) delivering written notice of revocation to our Secretary;
- (2) delivering to our Secretary a new proxy form bearing a date later than your previous proxy; or
- (3) attending the meeting and voting in person (attendance at the meeting will not, by itself, revoke a proxy).

Under our bylaws, stockholders elect our directors by a majority vote in an uncontested election (one in which the number of nominees is the same as the number of directors to be elected) and by a plurality vote in a contested election (one in which the number of nominees exceeds the number of directors to be elected). Because this year's election is an uncontested election, each director nominee receiving a majority of votes cast will be elected (the number of shares voted "for" a director nominee must exceed the number of shares voted "against" that nominee). Approval of each other proposal presented in the proxy statement requires the affirmative vote of the holders of a majority of the outstanding shares of common stock present in person or by proxy at the meeting and entitled to vote on that matter. Shares not present at the meeting and shares voting "abstain" have no effect on the election of directors. For the other proposals to be voted on at the meeting, abstentions are treated as shares present or represented and voting, and therefore have the same effect as negative votes. Broker non-votes (shares held by brokers who do not have discretionary authority to vote on the matter and have not received voting instructions from their clients) are counted toward a quorum, but are not counted for any purpose in determining whether a matter has been approved.

Principal Holders of Voting Securities

Based upon filings with the Securities and Exchange Commission ("SEC"), we believe that the following stockholders are beneficial owners of more than 5% of our outstanding common stock shares:

Name and Address of Beneficial Owner	Amount	Percent Of Class
State Farm Mutual Automobile Insurance Company and related entities One State Farm Plaza, Bloomington, IL 61710	56,519,435 ⁽¹⁾	10.09
The Vanguard Group 100 Vanguard Blvd., Malvern, PA 19355	46,171,267 ⁽²⁾	8.24
BlackRock, Inc. 55 East 52nd Street, New York, NY 10055	44,393,781 ⁽³⁾	7.93
State Street Corporation One Lincoln Street, Boston, MA 02111	34,591,254 ⁽⁴⁾	6.18

(1) Based on a Schedule 13G filed with the SEC on February 5, 2019, State Farm Mutual Automobile Insurance Company and related entities have sole voting and dispositive power with respect to 56,294,742 shares and shared voting and dispositive power with respect to 224,693 shares.

(2) Based on a Schedule 13G/A filed with the SEC on February 11, 2019, The Vanguard Group has sole voting power with respect to 647,180 shares, sole dispositive power with respect to 45,380,710 shares, shared voting power with respect to 148,463 shares, and shared dispositive power with respect to 790,557 shares.

(3) Based on a Schedule 13G/A filed with the SEC on February 4, 2019, BlackRock, Inc. has sole voting power with respect to 37,867,271 shares and sole dispositive power with respect to 44,393,781 shares.

(4) Based on a Schedule 13G filed with the SEC on February 13, 2019, State Street Corporation has shared voting power with respect to 31,087,896 shares and shared dispositive power with respect to 34,552,457 shares.

Proposal No. 1

Proposal No. 1 — Election of Directors for a One-Year Term

The Board of Directors has fixed the size of the current board at twelve. Eleven of the twelve nominees proposed for election to the Board of Directors are currently members of the Board and have been elected previously by our stockholders. The new nominee for election is Lei Z. Schlitz. Dr. Schlitz was identified by the Nominating/Corporate Governance Committee as a potential nominee, with assistance from a third-party search firm retained to identify director candidates, and was recommended by the Nominating/Corporate Governance Committee after it completed its interview and vetting process. Daniel T. Shih, a current member of the Board, has determined not to stand for re-election. As of March 11, 2019, Mr. Shih beneficially owned 19,989 shares of our common stock, all of which consisted of stock units allocated under our Stock Unit Plan for Nonemployee Directors (the “Stock Unit Plan”). Unless you provide different directions, we intend for board-solicited proxies (like this one) to be voted for the nominees named below.

If elected, the nominees would hold office until the next annual stockholders’ meeting and until their successors are elected and qualified. If any nominee for director becomes unable to serve as a director, the persons named as proxies may vote for a substitute who will be designated by the Board of Directors. Alternatively, the Board of Directors could reduce the size of the board. The Board has no reason to believe that any nominee will be unable to serve as a director.

Our bylaws require that each director be elected by a majority of votes cast with respect to that director in an uncontested election (where the number of nominees is the same as the number of directors to be elected). In a contested election (where the number of nominees exceeds the number of directors to be elected), the plurality voting standard governs the election of directors. Under the plurality standard, the number of nominees equal to the number of directors to be elected who receive more votes than the other nominees are elected to the Board, regardless of whether they receive a majority of the votes cast. Whether an election is contested or not is determined as of the day before we first mail our meeting notice to stockholders. This year’s election was determined to be an uncontested election, and the majority vote standard will apply. If a nominee who is serving as a director is not elected at the annual meeting, Delaware law provides that the director would continue to serve on the Board as a “holdover director.” However, under our Corporate Governance Guidelines, each director annually submits an advance, contingent, irrevocable resignation that the Board may accept if the director fails to be elected through a majority vote in an uncontested election. In that situation, the Nominating/Corporate Governance Committee would make a recommendation to the Board about whether to accept or reject the resignation. The Board will act on the Nominating/Corporate Governance Committee’s recommendation and publicly disclose its decision and the rationale behind it within 90 days after the date the election results are certified. The Board will nominate for election or re-election as director, and will elect as directors to fill vacancies and new directorships, only candidates who agree to tender the form of resignation described above. If a nominee who was not already serving as a director fails to receive a majority of votes cast at the annual meeting, Delaware law provides that the nominee does not serve on the Board as a “holdover director.”

The information below describes the nominees, their ages, positions with our company, principal occupations, current directorships of other publicly owned companies, directorships of other publicly owned companies held within the past five years, the year in which each first was elected as a director, and the number of shares of common stock beneficially owned as of March 11, 2019, directly or indirectly. Unless otherwise indicated, and subject to community property laws where applicable, we believe that each nominee named in the table below has sole voting and investment power with respect to the shares indicated as beneficially owned. Unless otherwise indicated, all of the nominees have been executive officers of their respective companies or employed as otherwise specified below for at least the last five years.

The Board of Directors recommends a vote FOR the election of the twelve nominees named below as directors. Proxies solicited by the Board will be so voted unless stockholders specify a different choice.

Proposal No. 1 — Election of Directors for a One-Year Term

Director Nominees

DIRECTOR NOMINEES

Alan L. Boeckmann

Age: 70

Director since: 2012

Common stock owned: 37,329(1)

Percent of class: *

Former Principal Occupation or Position: Non-Executive Chairman of Fluor Corporation (an engineering and construction firm) from 2011 – February 2012; Chairman and Chief Executive Officer of Fluor Corporation from 2002 – 2011.

Directorships of Other Publicly-Owned Companies: Director of Sempra Energy and BP p.l.c.(2)

Qualifications and Career Highlights:

Prior to retiring in February 2012, Mr. Boeckmann served in a variety of engineering and executive management positions during his 35-plus year career with Fluor Corporation, including non-executive Chairman of the Board from 2011 to February 2012, Chairman of the Board and Chief Executive Officer from 2002 to 2011, and President and Chief Operating Officer from 2001 to 2002. His tenure with Fluor Corporation included responsibility for global operations and multiple international assignments. Mr. Boeckmann currently serves as a director of Sempra Energy and BP p.l.c. Mr. Boeckmann has been an outspoken business leader in promoting international standards for business ethics. His extensive board and executive management experience, coupled with his commitment to ethical conduct in international business activities, makes him a valuable addition to the Board of Directors.

Michael S. Burke

Age: 55

Director since: 2018

Common stock owned: 2,559(1)

Percent of class: *

Principal Occupation or Position: Chairman and Chief Executive Officer of AECOM (a global infrastructure firm) since March 2015; Chief Executive Officer of AECOM since March 2014; President of AECOM from 2011 to March 2014.

Directorships of Other Publicly-Owned Companies: Chairman of AECOM. Director of Rentech Inc. and Rentech Nitrogen Fertilizer MLP within the past five years.

Qualifications and Career Highlights:

Mr. Burke was appointed Chief Executive Officer and Chairman of the Board of AECOM, an infrastructure firm that designs, builds, finances, and operates infrastructure assets in more than 150 countries. Mr. Burke joined AECOM in October 2005 and has held several leadership positions, including Senior Vice President, Corporate Strategy, Chief Corporate Officer, and Chief Financial Officer. Prior to joining AECOM, Mr. Burke was with the accounting firm KPMG LLP, serving in various leadership positions. Mr. Burke brings to the Board of Directors his deep expertise in accounting and finance, his experience as a CEO, and his involvement in projects throughout the world.

Terrell K. Crews

Age: 63

Director since: 2011

Common stock owned: 30,140(3)

Percent of class: *

Former Principal Occupation or Position: Executive Vice President, Chief Financial Officer and Vegetable Business Chief Executive Officer of Monsanto Company (an agricultural company) from 2007 – 2009.

Directorships of Other Publicly-Owned Companies: Director of WestRock Company and Hormel Foods Corporation. Director of Rock-Tenn Company within the past five years.

Qualifications and Career Highlights:

Mr. Crews retired from Monsanto Company in 2009. He served as Executive Vice President, Chief Financial Officer and Vegetable Business CEO for Monsanto Company from 2007 to 2009, and Executive Vice President and Chief Financial Officer from 2000 to 2007. Mr. Crews brings to the Board of Directors extensive expertise in finance and related functions, as well as significant knowledge of corporate development, agribusiness, and international operations.

Pierre Dufour

Age: 63

Director since: 2010

Common stock owned: 28,714(4)

Percent of class: *

Former Principal Occupation or Position: Senior Executive Vice President of Air Liquide Group (a leading provider of gases for industry, health, and the environment) from 2007 – July 2017.

Directorships of Other Publicly-Owned Companies: Director of Air Liquide S.A. Director of National Grid plc. within the past five years.

Qualifications and Career Highlights:

Prior to retiring in July 2017, Mr. Dufour served as Senior Executive Vice President of Air Liquide Group, the world leader in gases for industry, health, and the environment. Having joined Air Liquide in 1997, Mr. Dufour was named Senior Executive Vice President in 2007. Mr. Dufour's tenure with Air Liquide Group included supervision of operations in the Americas, Africa-Middle East, and Asia-Pacific zones, and he also was responsible for Air Liquide's industrial World Business Lines, Engineering and Construction. Mr. Dufour was elected to the board of Air Liquide S.A. in May 2012. Mr. Dufour's qualifications to serve as a director of our company include his substantial leadership, engineering, operations management, and international business experience.

Donald E. Felsing

Age: 71

Director since: 2009

Common stock owned: 117,015(5)

Percent of class: *

Former Principal Occupation or Position: Executive Chairman of Sempra Energy (an energy services company) from 2011 – December 2012.

Directorships of Other Publicly-Owned Companies: Lead Director of Northrop Grumman Corporation and Director of Gannett Co., Inc.

Qualifications and Career Highlights:

Mr. Felsing brings extensive experience as a board member, chair and CEO with Fortune 500 companies. Mr. Felsing retired as Executive Chairman of Sempra Energy in December 2012. His leadership roles at Sempra Energy and other companies have allowed him to provide the Board of Directors with his expertise in mergers and acquisitions, environmental matters, corporate governance, strategic planning, engineering, finance, human resources, compliance, risk management, international business, and public affairs.

Suzan F. Harrison

Age: 61

Director since: 2017

Common stock owned: 6,423(1)

Percent of class: *

Principal Occupation or Position: President of Global Oral Care at Colgate-Palmolive Company (a global household and consumer products company) since 2011(6); President of Hill's Pet Nutrition Inc. North America from 2009 – 2011; Vice President, Marketing for Colgate U.S. from 2006 – 2009.

Qualifications and Career Highlights:

Ms. Harrison is currently President of Global Oral Care at Colgate-Palmolive Company, a worldwide consumer products company focused on the production, distribution, and provision of household, health care, and personal products. She was previously President of Hill's Pet Nutrition Inc. North America, a position she held from 2009 to 2011. Additionally, she served as Vice President, Marketing for Colgate U.S. from 2006 to 2009, and Vice President and General Manager of Colgate Oral Pharmaceuticals, North America and Europe from 2005 to 2006. Previously, Ms. Harrison held a number of leadership roles at Colgate commencing in 1983. Ms. Harrison's qualifications to serve as a director of our company include her extensive leadership, management, operations, marketing, and international experience.

Juan R. Luciano

Age: 57

Director since: 2014

Common stock owned: 2,379,751(7)

Percent of class: *

Principal Occupation or Position: Chairman of the Board, Chief Executive Officer and President since January 2016; Chief Executive Officer and President since January 2015; President and Chief Operating Officer from February 2014 – December 2014; Executive Vice President and Chief Operating Officer from 2011 – February 2014.

Directorships of Other Publicly-Owned Companies: Director of Eli Lilly and Company.(8)

Qualifications and Career Highlights:

Mr. Luciano joined ADM in 2011 as executive vice president and chief operating officer, was named president in February 2014, was named Chief Executive Officer in January 2015, and was named Chairman of the Board in January 2016. Mr. Luciano has overseen the commercial and production activities of ADM's Corn, Oilseeds, and Agricultural Services businesses, as well as its research, project management, procurement, and risk management functions. He also has overseen the company's operational excellence initiatives, which seek to improve productivity and efficiency companywide. He has led the company's efforts to improve its capital, cost, and cash positions. Previously, Mr. Luciano was with The Dow Chemical Company, where he last served as executive vice president and president of the performance division.

Patrick J. Moore

Age: 64

Director since: 2003

Common stock owned: 57,796(1)

Percent of class: *

Principal Occupation or Position: President and Chief Executive Officer of PJM Advisors, LLC (an investment and advisory firm) since 2011; Chief Executive Officer of Smurfit-Stone Container Corporation from 2010 – 2011(9).

Directorships of Other Publicly-Owned Companies: Chairman of Energizer Holdings, Inc. Director of Rentech Inc. and Exelis, Inc. within the past five years.

Qualifications and Career Highlights:

Mr. Moore retired as Chief Executive Officer of Smurfit-Stone Container Corporation in 2011, and held positions of increasing importance at Smurfit-Stone and related companies since 1987. Prior to 1987, Mr. Moore served 12 years at Continental Bank in various corporate lending, international banking, and administrative positions. Mr. Moore brings to the Board of Directors his substantial experience in leadership, banking and finance, strategy development, sustainability, and operations management.

Proposal No. 1 — Election of Directors for a One-Year Term

Director Nominees

Francisco J. Sanchez

Age: 59

Director since: 2014

Common stock owned: 20,655(10)

Percent of class: *

Principal Occupation or Position: Senior Managing Director of Pt. Capital (a private equity firm) and Chairman of CNS Global Advisors (an international trade and investment consulting firm) since November 2013; Under Secretary for International Trade, U.S. Department of Commerce from 2010 – November 2013.

Directorships of Other Publicly-Owned Companies: Director of Good Resources Holdings Ltd. within the past five years.

Qualifications and Career Highlights:

Mr. Sanchez is the founder and chairman of the board of CNS Global Advisors, a firm focused on international trade and investment. In addition, he is a Senior Managing Director at Pt. Capital, a private equity firm focused on responsible investments in the Pan Arctic. In 2009, President Obama nominated Mr. Sanchez to be the Under Secretary for International Trade at the U.S. Department of Commerce. He was later unanimously confirmed by the U.S. Senate. Mr. Sanchez served in that role until November 2013. There he was responsible for strengthening the competitiveness of U.S. industry, promoting trade and investment, enforcing trade laws and agreements, and implementing the President's National Export Initiative. Mr. Sanchez brings to the Board of Directors substantial experience in public policy, international trade, and international investment.

Debra A. Sandler

Age: 59

Director since: 2016

Common stock owned: 10,054(1)

Percent of class: *

Principal Occupation or Position: President of LaGrenade Group, LLC (a marketing consulting firm) since October 2015; Chief Health and Wellbeing Officer of Mars, Inc. from July 2014 – July 2015; President, Chocolate, North America of Mars, Inc. from April 2012 – July 2014; Chief Consumer Officer of Mars Chocolate North America from 2009 – March 2012.

Directorships of Other Publicly-Owned Companies: Director of Gannett Co., Inc.

Qualifications and Career Highlights:

Ms. Sandler is currently President of LaGrenade Group, LLC, a marketing consultancy she founded to advise consumer packaged goods companies operating in the Health and Wellness space. She was previously Chief Health and Wellbeing Officer of Mars, Inc., a position she held from July 2014 to July 2015. Additionally, she served as President, Chocolate, North America from April 2012 to July 2014, and Chief Consumer Officer, Mars Chocolate North America from November 2009 to March 2012. Prior to joining Mars, Ms. Sandler spent 10 years with Johnson & Johnson in a variety of leadership roles. She currently serves on the board of Gannett Co., Inc. Ms. Sandler has strong marketing and operating experience and a proven record of creating, building, enhancing, and leading well-known consumer brands as a result of the leadership positions she has held with Mars, Johnson & Johnson, and PepsiCo.

Lei Z. Schlitz

Age: 52

Director since: —

Common stock owned: 0

Percent of class: *

Principal Occupation or Position: Executive Vice President, Food Equipment at Illinois Tool Works Inc. (a global multi-industrial manufacturer) since September 2015; Group President, Worldwide Ware-Wash, Refrigeration, and Weigh/Wrap Businesses at Illinois Tool Works from 2011 to December 2015; Vice President, Research & Development, and Head of ITW Technology Center at Illinois Tool Works from 2008 – 2011.

Qualifications and Career Highlights:

Dr. Schlitz is currently Executive Vice President of the Food Equipment segment at Illinois Tool Works Inc., a publicly held, global multi-industrial manufacturer. She oversees a global commercial food equipment business, serving institutional, industrial, restaurant, and retail customers around the world. Previously, she has served in leadership roles at Illinois Tool Works, serving as the group president of various food equipment businesses and leading research and development efforts. Dr. Schlitz brings extensive leadership experience in strategy development, growth initiatives, and operational excellence.

Kelvin R. Westbrook

Age: 63

Director since: 2003

Common stock owned: 45,700(1)

Percent of class: *

Principal Occupation or Position: President and Chief Executive Officer of KRW Advisors, LLC (a consulting and advisory firm) since 2007; Chairman and Chief Strategic Officer of Millennium Digital Media Systems, L.L.C. (a broadband services company) ("MDM")(11) from 2006 – 2007.

Directorships of Other Publicly-Owned Companies: Director of T-Mobile USA, Inc. and Mosaic Company; Lead Independent Trust Manager of Camden Property Trust. Director of Stifel Financial Corp. within the past five years.

Qualifications and Career Highlights:

Mr. Westbrook brings legal, media, and marketing expertise to the Board of Directors. He is a former partner of a national law firm, was the President, Chief Executive Officer, and co-founder of two large cable television and broadband companies, and was or is a member of the board of several high-profile companies, including T-Mobile USA, Inc. and the National Cable Satellite Corporation, better known as C-SPAN. In addition to Mr. Westbrook's current service on public company boards, he also serves on the board of a multi-billion-dollar not-for-profit health-care services company.

* Less than 1% of outstanding shares

- (1) Consists of stock units allocated under our Stock Unit Plan that are deemed to be the equivalent of outstanding shares of common stock for valuation purposes.
- (2) Mr. Boeckmann has informed the board of directors of BP p.l.c. that he will not stand for reelection at its annual meeting of stockholders in May 2019.
- (3) Includes 29,380 stock units allocated under our Stock Unit Plan.
- (4) Includes 21,014 stock units allocated under our Stock Unit Plan.
- (5) Includes 57,015 stock units allocated under our Stock Unit Plan and 60,000 shares held in trust.
- (6) Ms. Harrison has informed the Company that she plans to retire from her position with Colgate-Palmolive Company effective as of April 1, 2019.

DIRECTOR EXPERIENCES, QUALIFICATIONS, ATTRIBUTES, AND SKILLS; BOARD DIVERSITY

In assessing an individual's qualifications to become a member of the Board, the Nominating/Corporate Governance Committee may consider various factors including education, experience, judgment, independence, integrity, availability, and other factors that the Committee deems appropriate. The Nominating/Corporate Governance Committee strives to recommend candidates that complement the current board members 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 addition, the Committee considers personal characteristics of nominees and current board members, including race, gender, and geographic origin, in an effort to obtain a diversity of perspectives on the Board.

The specific experience, qualifications, attributes, and skills that qualify each of our directors to serve on the Board are described in the biographies above and in the Proxy Summary under "Director Nominee Qualifications and Experience" on pages 8 – 11 and "Director Nominee Diversity, Age, Tenure, and Independence" on page 4.

(7) Includes 318,709 shares held in trust, 238 shares held by a family-owned limited liability company, and 1,515,309 shares that are unissued but are subject to stock options exercisable within 60 days.

(8) Mr. Ray G. Young, Executive Vice President and Chief Financial Officer of the Company, serves as Director of Wilmar International Limited ("Wilmar"). Mr. Luciano serves as Alternate Director of Wilmar to Mr. Young.

(9) Smurfit-Stone Container Corporation and its U.S. and Canadian subsidiaries filed voluntary petitions for reorganization under Chapter 11 of the U.S. Bankruptcy Code in January 2009.

(10) Includes 17,655 stock units allocated under our Stock Unit Plan.

(11) Broadstripe, LLC (formerly MDM) and certain of its affiliates filed voluntary petitions for reorganization under Chapter 11 of the U.S. Bankruptcy Code in January 2009, approximately fifteen months after Mr. Westbrook resigned from MDM.

DIRECTOR NOMINATIONS FROM STOCKHOLDERS

The Nominating/Corporate Governance Committee will consider nominees recommended by a stockholder, provided that the stockholder submits the nominee's name in a written notice delivered to our Secretary at our principal executive offices not less than 60 nor more than 90 days prior to the anniversary date of the immediately preceding annual stockholders' meeting. However, if the annual meeting is called for a date that is not within 30 days before or after such anniversary date, the notice must be received at our principal executive offices not later than the close of business on the tenth day following the day on which such notice of the date of the annual meeting was mailed or public disclosure of the date of the annual meeting was made (whichever first occurs). Different notice delivery requirements may apply if the number of directors to be elected at an annual meeting is being increased, and we do not make a public announcement naming all of the nominees or specifying the size of the increased board at least 100 days prior to the first anniversary of the preceding year's annual meeting. Any notice of a stockholder nomination must set forth the information required by Section 1.4(c) of our bylaws, and must be accompanied by a written consent from the proposed nominee to being named as a nominee and to serve as a director if elected, and a written statement from the proposed nominee as to whether he or she intends, if elected, to tender the advance, contingent, irrevocable resignation that would become effective should the individual fail to receive the required vote for re-election at the next meeting of stockholders. Stockholders may also have the opportunity to include nominees in our proxy statement by complying with the requirements set forth in Section 1.15 of our bylaws. All candidates, regardless of the source of their recommendation, are evaluated using the same criteria.

Board Leadership and Oversight

Board Leadership Structure

Our company's Board of Directors does not have a current requirement that the roles of Chief Executive Officer and Chairman of the Board be either combined or separated, because the Board believes it is in the best interest of our company to make this determination based on the position and direction of the company and the constitution of the Board and management team. The Board regularly evaluates whether the roles of Chief Executive Officer and Chairman of the Board should be combined or separated. The Board's implementation of a careful and seamless succession plan over the past several years demonstrates that the Board takes seriously its responsibilities under the Corporate Governance Guidelines to determine who should serve as Chairman at any point in time in light of the specific circumstances facing our company. After careful consideration, the Board has determined that having Mr. Luciano, our company's Chief Executive Officer, serve as Chairman is in the best interest of our stockholders at this time. The Chief Executive Officer is responsible for the day-to-day management of our company and the development and implementation of our company's strategy, and has access to the people, information, and resources necessary to facilitate board function. Therefore, the Board believes at this time that combining the roles of Chief Executive Officer and Chairman contributes to an efficient and effective board.

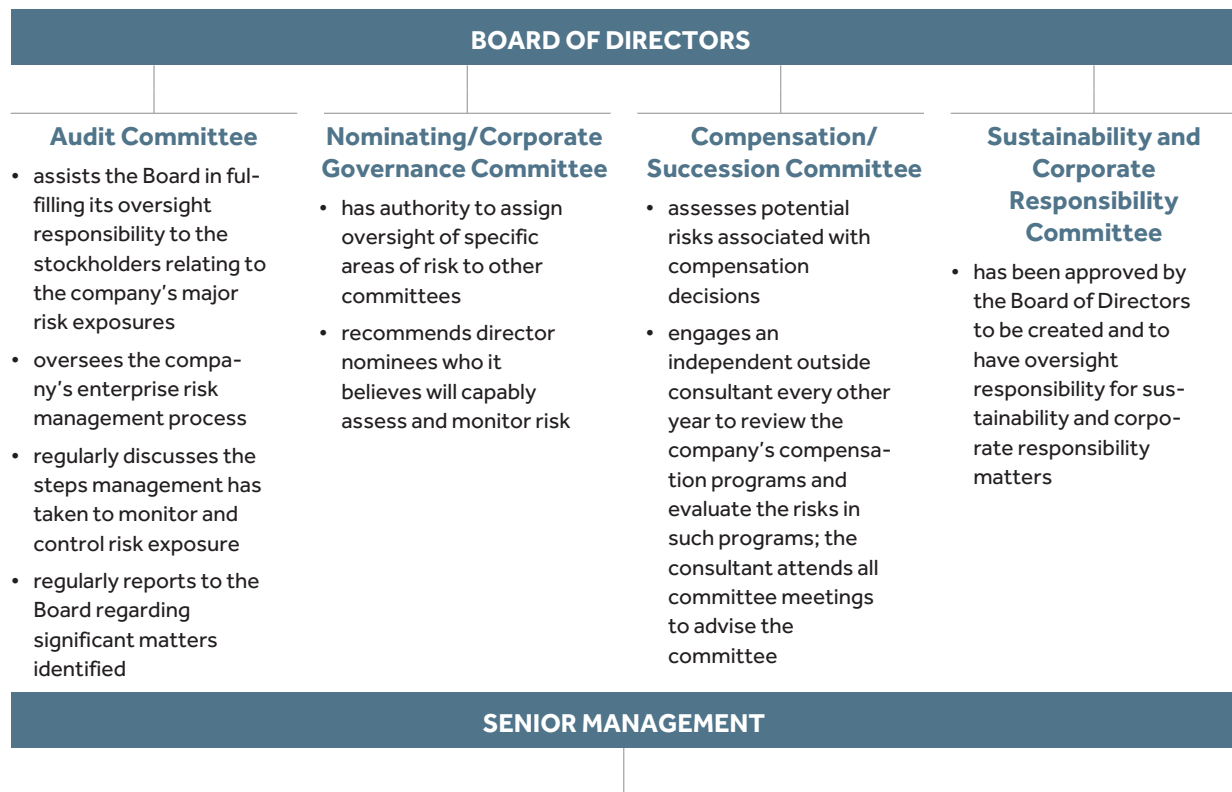
The independent directors elect a Lead Director at the Board's annual meeting. Mr. Felsing is currently serving as Lead Director. The Board believes that having an independent Lead Director provides the Board with independent leadership and facilitates the independence of the Board from management. The Nominating/Corporate Governance Committee regularly evaluates the responsibilities of the Lead Director and considers current trends regarding independent board leadership. In the last few years, the Board has enhanced the Lead Director's responsibilities, as set forth in the Corporate Governance Guidelines, in connection with determining performance criteria for evaluating the Chief Executive Officer, evaluating the Board, committees, and individual directors, and planning for management succession. In accordance with our Corporate Governance Guidelines as so revised, the Lead Director: (i) presides at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors, and regularly meets with the Chairman and Chief Executive Officer for discussion of appropriate matters arising from these sessions; (ii) coordinates the activities of the other independent directors and serves as liaison between the Chairman and the independent directors; (iii) consults with the Chairman and approves all meeting agendas, schedules, and information provided to the Board, and may, from time to time, invite corporate officers, other employees, and advisors to attend Board or committee meetings whenever deemed appropriate; (iv) interviews, along with the Chairman and the Chair and members of the Nominating/Corporate Governance Committee, all director candidates and makes recommendations to the Nominating/Corporate Governance Committee; (v) advises the Nominating/Corporate Governance Committee on the selection of members of the board committees; (vi) advises the board committees on the selection of committee chairs; (vii) works with the Chairman and Chief Executive Officer to propose a schedule of major discussion items for the Board; (viii) guides the Board's governance processes; (ix) provides leadership to the Board if circumstances arise in which the role of the Chairman or Chief Executive Officer may be, or may be perceived to be, in conflict; (x) has the authority to call meetings of the independent directors; (xi) if requested by major stockholders, ensures that he or she is available for consultation and direct communication; (xii) leads the non-management directors in determining performance criteria for evaluating the Chief Executive Officer and coordinates the annual performance review of the Chief Executive Officer; (xiii) works with the Chair of the Compensation/Succession Committee to guide the Board's discussion of management succession plans; (xiv) works with the Chair and members of the Nominating/Corporate Governance Committee to facilitate the evaluation of the performance of the Board, committees, and individual directors; (xv) works with the Chair and members of the Sustainability and Corporate Responsibility Committee to set sustainability and corporate responsibility objectives; and (xvi) performs such other duties and responsibilities as the Board may determine.

In addition to electing a Lead Director, our independent directors facilitate the Board's independence by meeting frequently as a group and fostering a climate of transparent communication. The high level of contact between our Lead Director and our Chairman between board meetings and the specificity contained in the Board's delegation of authority parameters also serve to foster effective board leadership.

Board Role in Risk Oversight

Management is responsible for day-to-day risk assessment and mitigation activities, and our company's Board of Directors is responsible for risk oversight, focusing on our company's overall risk management strategy, our company's degree of tolerance for risk, and the steps management is taking to manage our company's risks. While the Board as a whole maintains the ultimate oversight responsibility for risk management, the committees of the Board can be assigned responsibility for risk management oversight of specific areas. The Audit Committee currently maintains responsibility for overseeing our company's enterprise risk management process and regularly discusses our company's major risk exposures, the steps management has taken to monitor and control such exposures, and guidelines and policies to govern our company's risk assessment and risk management processes. The Audit Committee periodically reports to the Board of Directors regarding significant matters identified with respect to the foregoing.

Management has established an Enterprise Risk Management Committee consisting of a Chief Risk Officer and personnel representing multiple functional and regional areas within our company, with broad oversight of the risk management process.



Enterprise Risk Management Committee

- ensures implementation and maintenance of a process to identify, evaluate, and prioritize risks to our company's objectives
- ensures congruence of risk decisions with our company's values, policies, procedures, measurements, and incentives or disincentives
- supports the integration of risk assessment and controls into main-stream business processes, planning, and decision-making
- identifies roles and responsibilities across our company in regard to risk assessment and control functions
- promotes consistency and standardization in risk identification, reporting, and controls across our company
- ensures sufficient information capabilities and information flow to support risk identification and controls and alignment of technology assets
- regularly evaluates the overall design and operation of the risk assessment and control process, including development of relevant metrics and indicators
- reports regularly to senior management and the Board regarding the above-described processes and the most significant risks to our company's objectives

Sustainability and Corporate Responsibility

Our commitment to change and growth goes beyond our products and services. At ADM, sustainable practices and a focus on environmental responsibility aren't separate from our primary business: they are integral to the work we do every day to serve customers and create value for stockholders. We have aligned our efforts with the United Nations (UN) Sustainable Development Goals which serve as a road map to achieve a better future for all. Specifically, we are focusing our efforts toward Zero Hunger, Clean Water and Sanitation, Climate Action, and Life On Land.

Our sustainability efforts are led by our Chief Sustainability Officer who is supported by a Sustainability Council comprised of ADM Executive Committee members. Sustainability-related risks are reviewed quarterly through the Enterprise Risk Management process. Our company's Board of Directors has approved the creation of a Sustainability and Corporate Responsibility Committee. This new committee will have oversight of sustainability and corporate responsibility matters. Sustainability topics are also presented to the full Board annually.

The RobecoSAM Sustainability Yearbook 2018 named ADM as an Industry Mover in recognition of ADM's focus on sustainable practices and environmental responsibility. See the table below for additional information and highlights related to our sustainability efforts.

SUSTAINABILITY HIGHLIGHTS																																																																									
Climate Action	Clean Water and Sanitation																																																																								
<ul style="list-style-type: none"> We address climate change through three main pathways: <ul style="list-style-type: none"> renewable product and process innovations, such as our carbon sequestration project in Decatur, Illinois, supply chain commitments, such as our Commitment to No-Deforestation, and a strategic approach to operational excellence which emphasizes enhancing the efficiency of our production plants throughout our global operations, including through a centralized energy management team that enables us to identify and share successful programs across business or geographic regions. See the charts below illustrating our progress toward our greenhouse gas emissions and energy intensity goals: 	<ul style="list-style-type: none"> We aim to conserve water and improve water quality through: <ul style="list-style-type: none"> supply chain projects specifically focusing on water conservation and improving water quality, water-reduction efforts and efficiency improvement projects in our own operations, which have resulted in 2 billion gallons of water saved over six years, and the Ceres and World Wildlife Fund AgWater Challenge, through which we have set measurable, time-bound commitments to mitigate water risks, reduce water impacts associated with key commodities, and provide support and education to growers about water stewardship practices. See the chart below illustrating our progress toward our water-reduction goals: 																																																																								
<p>GHG Intensity Reduction</p> <table border="1"> <caption>GHG Intensity Reduction Data</caption> <thead> <tr> <th>Year</th> <th>% reduction</th> <th>target</th> </tr> </thead> <tbody> <tr><td>2010</td><td>0</td><td>0</td></tr> <tr><td>2011</td><td>1.5</td><td>1.5</td></tr> <tr><td>2012</td><td>2.5</td><td>2.5</td></tr> <tr><td>2013</td><td>9.5</td><td>4.5</td></tr> <tr><td>2014</td><td>8</td><td>6</td></tr> <tr><td>2015</td><td>10.5</td><td>7.5</td></tr> <tr><td>2016</td><td>10.5</td><td>9</td></tr> <tr><td>2017</td><td>15.5</td><td>10.5</td></tr> <tr><td>2018</td><td>11.5</td><td>12</td></tr> <tr><td>2019</td><td>13.5</td><td>13.5</td></tr> <tr><td>2020</td><td>14.5</td><td>14.5</td></tr> </tbody> </table>	Year	% reduction	target	2010	0	0	2011	1.5	1.5	2012	2.5	2.5	2013	9.5	4.5	2014	8	6	2015	10.5	7.5	2016	10.5	9	2017	15.5	10.5	2018	11.5	12	2019	13.5	13.5	2020	14.5	14.5	<p>Water Intensity Reduction</p> <table border="1"> <caption>Water Intensity Reduction Data</caption> <thead> <tr> <th>Year</th> <th>% reduction</th> <th>target</th> </tr> </thead> <tbody> <tr><td>2008</td><td>0</td><td>0</td></tr> <tr><td>2009</td><td>3</td><td>3</td></tr> <tr><td>2010</td><td>4</td><td>4</td></tr> <tr><td>2011</td><td>4.5</td><td>4.5</td></tr> <tr><td>2012</td><td>12.5</td><td>6.5</td></tr> <tr><td>2013</td><td>9.5</td><td>8</td></tr> <tr><td>2014</td><td>18.5</td><td>9.5</td></tr> <tr><td>2015</td><td>17.5</td><td>11</td></tr> <tr><td>2016</td><td>23.5</td><td>12.5</td></tr> <tr><td>2017</td><td>16.5</td><td>14</td></tr> <tr><td>2018</td><td>14.5</td><td>14.5</td></tr> </tbody> </table>	Year	% reduction	target	2008	0	0	2009	3	3	2010	4	4	2011	4.5	4.5	2012	12.5	6.5	2013	9.5	8	2014	18.5	9.5	2015	17.5	11	2016	23.5	12.5	2017	16.5	14	2018	14.5	14.5
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<p>Energy Intensity Reduction</p> <table border="1"> <caption>Energy Intensity Reduction Data</caption> <thead> <tr> <th>Year</th> <th>% reduction</th> <th>target</th> </tr> </thead> <tbody> <tr><td>2010</td><td>0</td><td>0</td></tr> <tr><td>2011</td><td>2</td><td>2</td></tr> <tr><td>2012</td><td>3.5</td><td>3.5</td></tr> <tr><td>2013</td><td>26.5</td><td>4.5</td></tr> <tr><td>2014</td><td>16.5</td><td>6</td></tr> <tr><td>2015</td><td>21.5</td><td>7.5</td></tr> <tr><td>2016</td><td>24.5</td><td>9</td></tr> <tr><td>2017</td><td>28.5</td><td>10.5</td></tr> <tr><td>2018</td><td>11.5</td><td>12</td></tr> <tr><td>2019</td><td>13.5</td><td>13.5</td></tr> <tr><td>2020</td><td>14.5</td><td>14.5</td></tr> </tbody> </table>	Year	% reduction	target	2010	0	0	2011	2	2	2012	3.5	3.5	2013	26.5	4.5	2014	16.5	6	2015	21.5	7.5	2016	24.5	9	2017	28.5	10.5	2018	11.5	12	2019	13.5	13.5	2020	14.5	14.5																																					
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<i>Zero Hunger</i>	<i>Life On Land</i>
<ul style="list-style-type: none"> • We support the UN efforts to eliminate world hunger by connecting the harvest to the home: <ul style="list-style-type: none"> • with a vast and diverse global value chain that includes approximately 500 crop procurement locations, 270 ingredient manufacturing facilities, 44 innovation centers and the world’s premier crop transportation network, • through our corporate social investment program, ADM Cares, which supports food security and hunger relief projects globally, and • through sustainable sourcing, certification and sustainable agriculture programs across the globe. • In 2018, we along with two of our supply chain partners were awarded Collaboration of the Year by Field to Market for our Southern Plains Wheat Project which aims to promote sustainable farming practices. <p style="text-align: center;">For more information, please review our Corporate Sustainability Report, found at www.adm.com/sustainability.</p>	<ul style="list-style-type: none"> • We are a responsible steward to our natural resources: <ul style="list-style-type: none"> • in 2015, we committed to no deforestation, no planting on peat, and no exploitation (No DPE) in our palm and South American soy supply chains through our Commitment to No-Deforestation, and • we report our progress with respect to our No DPE efforts to the public at www.adm.com/progresstracker. • We require all ADM colleagues and suppliers to comply with ADM’s Human Rights Policy.

Board Role in Overseeing Political Activities

The Board of Directors believes that participation in the political process is important to our business. We and our political action committee (ADMPAC) therefore support candidates for political office and organizations that share our pro-growth vision, our aspirations for the future of global agriculture, and our commitment to the people who depend on it for their lives and livelihoods. Decisions to support particular candidates and/or organizations are subject to fixed policies and determined by the company’s best interests, not the personal political preferences of our company’s executives. ADMPAC submits to the Federal Election Commission (FEC) regular, detailed reports on all federal political contributions, which reports are available to the public on the FEC’s website. Similarly, contributions to state candidates are disclosed to relevant state authorities and typically disclosed on individual states’ websites.

In addition to our contributions to individual candidates for public office and candidate committees, we also support a small number of so-called “527” groups, including the Democratic Governors Association, the Republican Governors Association, Ag America, and the Republican State Leadership Committee. We have not supported independent political expenditures or 501(c)(4) organizations. Finally, we have memberships in several industry, trade, and business associations representing agriculture and the business community. If a trade association engages in political activity, the amount of dues associated with this political advocacy is reported in our quarterly LD2 filings.

We engage in a centralized, deliberative process when making decisions about the company’s political participation to ensure that it complies with all applicable laws and makes appropriate disclosures. Contributions of greater than \$1,000 typically require the approval of the board of directors of ADMPAC, a political action committee funded by our employees’ voluntary contributions. The ADMPAC board of directors is chaired by the vice president of state government relations and composed of employees who represent various areas of the company. Contributions of less than \$1,000 may be authorized by the company’s vice president of government relations and vice president of state government relations.

The Board of Directors provides oversight of ADMPAC’s and the company’s political activities, political contributions, and compliance with relevant laws. At each quarterly board meeting, ADM management provides the Nominating/Corporate Governance Committee with a detailed report on our political contributions in the previous quarter. Any member of the Board may obtain further detailed information concerning political contributions, trade associations, compliance with federal and state laws, or any other related topic.

For more information on ADM’s political policies and activities, please see <https://www.adm.com/our-company/us-political-contributions>.

Director Evaluations; Section 16(a) Reporting Compliance

Board, Committee, and Director Evaluations

The Board believes that a robust annual evaluation process is a critical part of its governance practices. Accordingly, the Nominating/Corporate Governance Committee oversees an annual evaluation of the performance of the Board of Directors, each committee of the Board, and each individual director. The Nominating/Corporate Governance Committee approves written evaluation questionnaires which are distributed to each director. The results of each written evaluation are provided to, and compiled by, an outside firm. Individual directors are evaluated by their peers in a confidential process. Our Lead Director works with the Chair and members of the Nominating/Corporate Governance Committee to facilitate the evaluation of the performance of the Board, committees, and individual directors, and delivers and discusses individual evaluation results with each director. The chair of the Nominating/Corporate Governance Committee delivers and discusses the Lead Director's individual evaluation with him or her. Results of the performance evaluations of the committees and the Board are discussed at appropriate committee meetings and with the full board.

The Board utilizes the results of these evaluations in making decisions on board agendas, board structure, committee responsibilities and agendas, and continued service of individual directors on the board.



Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") requires our directors and executive officers to file reports of ownership and changes in ownership on Forms 3, 4, and 5 with the SEC. Based on our review of Forms 3, 4, and 5 that we have received from, or have filed on behalf of, our directors and executive officers, and on written representations from those persons that they were not required to file a Form 5, we believe that, during the fiscal year ended December 31, 2018, our directors and executive officers complied with all Section 16(a) filing requirements.

Independence of Directors

Independence of Directors

The Board of Directors has reviewed business and charitable relationships between our company and each non-employee director and director nominee to determine compliance with the NYSE standards and our bylaw standards, each described below, and to evaluate whether there are any other facts or circumstances that might impair a director's or nominee's independence. Based on that review, the Board has determined that eleven of its twelve current members, Messrs. Boeckmann, Burke, Crews, Dufour, Felsing, Moore, Sanchez, Shih, and Westbrook, Ms. Harrison, and Ms. Sandler are independent, and that Dr. Schlitz, the director nominee, is also independent. Mr. Luciano is not independent under the NYSE or bylaw standards because of his employment with us.

In determining that Mr. Boeckmann is independent, the Board considered that, in the ordinary course of business, BP p.l.c., of which Mr. Boeckmann is a director, sold natural gas and fuel to our company and purchased ethanol and biodiesel from our company, all on an arm's-length basis during the fiscal year ended December 31, 2018. The Board determined that that this arrangement did not exceed the NYSE's threshold of 2.0% of BP p.l.c.'s consolidated gross revenues, that Mr. Boeckmann does not have a direct or indirect material interest in such transactions, and that such transactions do not impair Mr. Boeckmann's independence.

In determining that Mr. Burke is independent, the Board considered that, in the ordinary course of business, AECOM, of which Mr. Burke is Chairman and Chief Executive Officer, sold certain services to our company and purchased various products from our company on an arm's-length basis during the fiscal year ended December 31, 2018. The Board determined that this arrangement did not exceed the NYSE's threshold of 2.0% of AECOM's consolidated gross revenues, that Mr. Burke does not have a direct or indirect material interest in such transactions, and that such transactions do not impair Mr. Burke's independence.

In determining that Mr. Crews is independent, the Board considered that, in the ordinary course of business, WestRock Company, of which Mr. Crews is a director, purchased various products from our company and sold various products to our company and that Hormel Foods Corporation, of which Mr. Crews is a director, purchased certain commodity products from our company, all on an arm's-length basis during the fiscal year ended December 31, 2018. The Board determined that these arrangements did not exceed the NYSE's threshold of 2.0% of WestRock Company's or Hormel Foods Corporation's consolidated gross revenues, respectively, that Mr. Crews does not have a direct or indirect material interest in such transactions, and that such transactions do not impair Mr. Crews' independence.

In determining that Mr. Dufour is independent, the Board considered that, in the ordinary course of business, Air Liquide Group, of which Mr. Dufour is a director, sold certain chemicals to our company on an arm's-length basis during the fiscal year ended December 31, 2018. The Board determined that this arrangement did not exceed the NYSE's threshold of 2.0% of Air Liquide Group's consolidated gross revenues, that Mr. Dufour does not have a direct or indirect material interest in such transactions, and that such transactions do not impair Mr. Dufour's independence.

In determining that Mr. Felsing is independent, the Board considered that, in the ordinary course of business, Gannett Co. Inc., of which Mr. Felsing is a director, sold certain products to our company on an arm's-length basis during the fiscal year ended December 31, 2018. The Board determined that this arrangement did not exceed the NYSE's threshold of 2.0% of Gannett Co. Inc.'s consolidated gross revenues, that Mr. Felsing does not have a direct or indirect material interest in such transactions, and that such transactions do not impair Mr. Felsing's independence.

In determining that Ms. Harrison is independent, the Board considered that, in the ordinary course of business, Colgate-Palmolive Company, of which Ms. Harrison is President of Global Oral Care, purchased various products from our company on an arm's-length basis during the fiscal year ended December 31, 2018. The Board determined that this arrangement did not exceed the NYSE's threshold of 2.0% of Colgate-Palmolive Company's consolidated gross revenues, that Ms. Harrison does not have a direct or indirect material interest in such transactions, and that such transactions do not impair Ms. Harrison's independence.

Independence of Directors

Independence of Directors

In determining that Ms. Sandler is independent, the Board considered that, in the ordinary course of business, Gannett Co. Inc., of which Ms. Sandler is a director, sold certain products to our company on an arm's-length basis during the fiscal year ended December 31, 2018. The Board determined that this arrangement did not exceed the NYSE's threshold of 2.0% of Gannett Co. Inc.'s consolidated gross revenues, that Ms. Sandler does not have a direct or indirect material interest in such transactions, and that such transactions do not impair Ms. Sandler's independence.

In determining that Dr. Schlitz is independent, the Board considered that, in the ordinary course of business, Illinois Tool Works Inc., of which Dr. Schlitz is Executive Vice President, Food Equipment, sold certain equipment and services to our company on an arm's-length basis during the fiscal year ended December 31, 2018. The Board determined that this arrangement did not exceed the NYSE's threshold of 2.0% of Illinois Tool Works Inc.'s consolidated gross revenues, that Dr. Schlitz does not have a direct or indirect material interest in such transactions, and that such transactions do not impair Dr. Schlitz's independence.

In determining that Mr. Westbrook is independent, the Board considered that, in the ordinary course of business, Mosaic Company, of which Mr. Westbrook is a director, sold fertilizer products to our company and purchased certain logistics and other services from our company and that T-Mobile US, Inc., of which Mr. Westbrook is a director, sold various products to our company, all on an arm's-length basis during the fiscal year ended December 31, 2018. The Board determined that these arrangements did not exceed the NYSE's threshold of 2.0% of Mosaic Company's or T-Mobile US, Inc.'s consolidated gross revenues, respectively, that Mr. Westbrook does not have a direct or indirect material interest in such transactions, and that such transactions do not impair Mr. Westbrook's independence.

NYSE Independence

The listing standards of the New York Stock Exchange, or NYSE, require companies listed on the NYSE to have a majority of "independent" directors. Subject to certain exceptions and transition provisions, the NYSE standards generally provide that a director will qualify as "independent" if the Board affirmatively determines that he or she has no material relationship with our company other than as a director, and will not be considered independent if:

1. the director or a member of the director's immediate family is, or in the past three years has been, one of our executive officers or, in the case of the director, one of our employees;
2. the director or a member of the director's immediate family has received during any 12-month period within the last three years more than \$120,000 per year in direct compensation from us other than for service as a director, provided that compensation received by an immediate family member for service as a non-executive officer employee is not considered in determining independence;
3. the director or an immediate family member is a current partner of one of our independent auditors, the director is employed by one of our independent auditors, a member of the director's immediate family is employed by one of our independent auditors and personally works on our audits, or the director or a member of the director's immediate family was within the last three years an employee of one of our independent auditors and personally worked on one of our audits;
4. the director or a member of the director's immediate family is, or in the past three years has been, employed as an executive officer of a company where one of our executive officers at the same time serves or served on the compensation committee; or
5. the director is a current employee of, or a member of the director's immediate family is an executive officer of, a company that makes payments to, or receives payments from, us in an amount which, in any of the of the last three fiscal years, exceeds the greater of \$1 million or 2% of such other company's consolidated gross revenues.

Bylaw Independence

Section 2.8 of our bylaws also provides that a majority of the Board of Directors be comprised of independent directors. Under our bylaws, an “independent director” means a director who:

1. is not a current employee or a former member of our senior management or the senior management of one of our affiliates;
2. is not employed by one of our professional services providers;
3. does not have any business relationship with us, either personally or through a company of which the director is an officer or a controlling shareholder, that is material to us or to the director;
4. does not have a close family relationship, by blood, marriage, or otherwise, with any member of our senior management or the senior management of one of our affiliates;
5. is not an officer of a company of which our Chairman or Chief Executive Officer is also a board member;
6. is not personally receiving compensation from us in any capacity other than as a director; and
7. does not personally receive or is not an employee of a foundation, university, or other institution that receives grants or endowments from us, that are material to us, the recipient, or the foundation, university, or institution.

Corporate Governance Guidelines

The Board has adopted Corporate Governance Guidelines that govern the structure and functioning of the Board and set forth the Board’s policies on governance issues. The guidelines, along with the written charters of each of the committees of the Board and our bylaws, are posted on our website, www.adm.com, and are available free of charge upon written request to Archer-Daniels-Midland Company, Attention: Secretary, 77 West Wacker Drive, Suite 4600, Chicago, Illinois 60601.

Independent Executive Sessions

In accordance with our Corporate Governance Guidelines, the non-management directors meet in executive session at least quarterly. If the non-management directors include any directors who are not independent pursuant to the Board’s determination of independence, at least one executive session each year includes only independent directors. The Lead Director, or in his or her absence, the chairman of the Nominating/Corporate Governance Committee, presides at such meetings of independent directors. The non-management directors met in independent executive session four times during fiscal year 2018.

Information Concerning Committees and Meetings

Board Meetings and Attendance at Annual Meetings of Stockholders

During the last fiscal year, the Board of Directors held twelve meetings. All incumbent directors attended 75% or more of the combined total meetings of the Board and the committees on which they served during such period. Our Corporate Governance Guidelines provide that all directors standing for election are expected to attend the annual meeting of stockholders. All director nominees standing for election at our last annual stockholders' meeting held on May 3, 2018, attended that meeting.

Information Concerning Committees and Meetings

The Board's standing committees for the year ended December 31, 2018, consisted of the Audit, Compensation/Succession, Nominating/Corporate Governance, and Executive Committees. In February 2019, the Board approved the establishment of a Sustainability and Corporate Responsibility Committee, which will have oversight responsibility for sustainability and corporate responsibility matters. Each committee operates pursuant to a written charter adopted by the Board (except for the Sustainability and Corporate Responsibility Committee, for which the Board has not yet adopted a written charter), available on our website, www.adm.com. Upon adoption by the Board, the written charter for the Sustainability and Corporate Responsibility Committee will also be available on our website.

Audit Committee

The Audit Committee consists of Mr. Crews (Chairman), Mr. Dufour, Mr. Moore, Mr. Sanchez, and Ms. Sandler. The Audit Committee met nine times during the most recent fiscal year. All of the members of the Audit Committee were determined by the Board to be independent directors, as that term is defined in our bylaws, in the NYSE listing standards, and in Section 10A of the Exchange Act. No director may serve as a member of the Audit Committee if such director serves on the audit committees of more than two other public companies unless the Board determines that such service would not impair such director's ability to serve effectively on the Audit Committee.

The Audit Committee reviews:

1. the overall plan of the annual independent audit;
2. financial statements;
3. the scope of audit procedures;
4. the performance of our independent auditors and internal auditors;
5. the auditors' evaluation of internal controls;
6. matters of legal and regulatory compliance;
7. the performance of our company's compliance function;
8. business and charitable relationships and transactions between us and each non-employee director, director nominee, and executive officer to assess potential conflicts of interest and impairment of independence; and
9. the company's earnings press releases and information provided to analysts and investors

For additional information with respect to the Audit Committee, see the sections of this proxy statement entitled "Report of the Audit Committee" and "Audit Committee Pre-Approval Policies."

Compensation/Succession Committee

The Compensation/Succession Committee consists of Mr. Westbrook (Chairman), Mr. Boeckmann, Mr. Burke, Mr. Dufour, Ms. Harrison, and Mr. Shih. The Compensation/Succession Committee met four times during the most recent fiscal year. All of the members of the Compensation/Succession Committee were determined by the Board to be independent directors, as that term is defined in our bylaws and in the NYSE listing standards, including the NYSE listing standards specifically applicable to compensation committee members.

The Compensation/Succession Committee:

1. establishes and administers a compensation policy for senior management;
2. reviews and approves the compensation policy for all of our employees and our subsidiaries other than senior management;
3. approves all compensation elements with respect to our directors, executive officers, and all employees with a base salary of \$500,000 or more;
4. reviews and monitors our financial performance as it affects our compensation policies or the administration of those policies;
5. establishes and reviews a compensation policy for non-employee directors;
6. reviews and monitors our succession plans;
7. approves awards to employees pursuant to our incentive compensation plans;
8. approves major modifications in the employee benefit plans with respect to the benefits that salaried employees receive under such plans; and
9. ensures succession processes are in place to aid business continuity.

The Compensation/Succession Committee provides reports to the Board of Directors and, where appropriate, submits actions to the Board of Directors for ratification. Members of management attend meetings of the committee and make recommendations to the committee regarding compensation for officers other than the Chief Executive Officer. In determining the Chief Executive Officer's compensation, the committee considers the evaluation prepared by the non-management directors.

In accordance with the General Corporation Law of Delaware, the committee may delegate to one or more officers the authority to grant stock options to other officers and employees who are not directors or executive officers, provided that the resolution authorizing this delegation specifies the total number of options that the officer or officers can award. The charter for the Compensation/Succession Committee also provides that the committee may form subcommittees and delegate tasks to them.

For additional information on the responsibilities and activities of the Compensation/Succession Committee, including the committee's processes for determining executive compensation, see the section of this proxy statement entitled "Compensation Discussion and Analysis."

Information Concerning Committees and Meetings

Information Concerning Committees and Meetings

Nominating/Corporate Governance Committee

The Nominating/Corporate Governance Committee consists of Mr. Moore (Chairman), Mr. Boeckmann, Ms. Sandler, Mr. Shih, and Mr. Westbrook. The Nominating/Corporate Governance Committee met four times during the most recent fiscal year. All of the members of the Nominating/Corporate Governance Committee were determined by the Board to be independent directors, as that term is defined in our bylaws and in the NYSE listing standards.

The Nominating/Corporate Governance Committee:

1. identifies individuals qualified to become members of the Board, including evaluating individuals appropriately suggested by stockholders in accordance with our bylaws;
2. recommends individuals to the Board for nomination as members of the Board and board committees;
3. develops and recommends to the Board a set of corporate governance principles applicable to the company;
4. leads the evaluation of the directors, the Board, and board committees; and
5. has oversight responsibility for certain of the company's corporate objectives and policies.

Sustainability and Corporate Responsibility Committee

The Board has approved the establishment of a Sustainability and Corporate Responsibility Committee. The Board plans to approve a committee charter and designate the committee members during 2019. This committee will have oversight of sustainability and corporate responsibility matters. For more information on the company's sustainability and corporate responsibility efforts, see the section of this proxy statement entitled "Sustainability and Corporate Responsibility."

Executive Committee

The Executive Committee consists of Mr. Luciano (Chairman), Mr. Felsing (Lead Director), Mr. Crews (chair of the Audit Committee), Mr. Moore (chair of the Nominating/Corporate Governance Committee), and Mr. Westbrook (chair of the Compensation/Succession Committee). The Executive Committee did not hold a meeting during the most recent fiscal year. The Executive Committee acts on behalf of the Board to determine matters which, in the judgment of the Chairman of the Board, do not warrant convening a special board meeting but should not be postponed until the next scheduled board meeting. The Executive Committee exercises all the power and authority of the Board in the management and direction of our business and affairs except for matters which are expressly delegated to another board committee and matters that cannot be delegated by the Board under applicable law, our certificate of incorporation, or our bylaws.

Stockholder Outreach and Engagement; Code of Conduct

Stockholder Outreach and Engagement

As part of our commitment to effective corporate governance practices, in 2018 we reached out to many of our largest institutional stockholders to hold formal discussions with them to help us better understand the views of our investors on key topics. Our Lead Director (who, as provided in the Corporate Governance Guidelines, ensures that he is available for consultation and direct communication with major stockholders) and senior management participated in these meetings to discuss and obtain feedback on corporate governance, executive compensation, and other related issues important to our stockholders. We share stockholder feedback with the Board and its committees to enhance both our governance practices and transparency of these practices to our stockholders. We review the voting results of our most recent annual meeting of stockholders, the stockholder feedback received through our engagement process, the governance practices of our peers and other large companies, and current trends in governance as we consider enhancements to our governance practices and disclosure. We value our dialogue with our stockholders and believe our outreach efforts, which are in addition to our other communication channels available to our stockholders and interested parties, help ensure our corporate governance, compensation, and other related practices continue to evolve and reflect the insights and perspectives of our many stakeholders. We welcome suggestions from our stockholders on how the Board and management can enhance this dialogue in the future.

COMMUNICATIONS WITH DIRECTORS

We have approved procedures for stockholders and other interested parties to send communications to individual directors or the non-employee directors as a group. You should send any such communications in writing addressed to the applicable director or directors in care of the Secretary, Archer-Daniels-Midland Company, 77 West Wacker Drive, Suite 4600, Chicago, Illinois 60601. All correspondence will be forwarded to the intended recipients.

CODE OF CONDUCT

The Board has adopted a Code of Conduct that sets forth standards regarding matters such as honest and ethical conduct, compliance with law, and full, fair, accurate, and timely disclosure in reports and documents that we file with the SEC and in other public communications. The Code of Conduct applies to all of our directors, employees, and officers, including our principal executive officer, principal financial officer, and principal accounting officer. The Code of Conduct is available at our website, www.adm.com, and is available free of charge upon written request to Archer-Daniels-Midland Company, Attention: Secretary, 77 West Wacker Drive, Suite 4600, Chicago, Illinois 60601. Any amendments to certain provisions of the Code of Conduct or waivers of such provisions granted to certain executive officers will be disclosed promptly on our website.

Executive Stock Ownership

Executive Stock Ownership Policy

The Board of Directors believes that it is important for each member of our senior management to acquire and maintain a significant ownership position in shares of our common stock to further align the interests of senior management with the stockholders' interests. Accordingly, we have adopted a policy regarding ownership of shares of our common stock by senior management. The policy calls for members of senior management to own shares of common stock with a fair market value within a range of one to six times that individual's base salary, depending on each individual's level of responsibility with our company; no sales can be made until guidelines are met. The stock ownership guidelines applicable to the named executive officers (as defined herein) are set forth below.

Executive	Ownership Guideline as a Multiple of Salary
J. R. Luciano	6.0x
R. G. Young	3.0x
C. M. Cuddy	3.0x
G. A. Morris	3.0x
J. D. Taets	3.0x

Executive Officer Stock Ownership

The following table shows the number of shares of our common stock beneficially owned as of March 11, 2019, directly or indirectly, by each of the named executive officers.

Executive	Common Stock Beneficially Owned	Options Exercisable Within 60 Days	Percent of Class
J. R. LUCIANO	2,379,751(1)	1,515,309	*
R. G. YOUNG	1,143,996(2)	800,286	*
C. M. CUDDY	214,163(3)	71,825	*
G. A. MORRIS	249,011(4)	104,622	*
J. D. TAETS	492,940(5)	301,534	*

* Less than 1% of outstanding shares

(1) Includes 318,709 shares held in trust, 238 shares held by a family-owned limited liability company, and stock options exercisable within 60 days.

(2) Includes 4,119 shares held in our Dividend Reinvestment Plan and stock options exercisable within 60 days.

(3) Includes 2,037 shares held in the 401(k) and ESOP and stock options exercisable within 60 days.

(4) Includes 591 shares held in the 401(k) and ESOP and stock options exercisable within 60 days.

(5) Includes 895 shares held in the 401(k) and ESOP and stock options exercisable within 60 days.

Common stock beneficially owned as of March 11, 2019, by all directors, director nominees, and executive officers as a group, numbering 22 persons including those listed above, is 6,227,702 shares representing 1.11% of the outstanding shares, of which 304,914 shares represent stock units allocated under our Stock Unit Plan for Nonemployee Directors, 4,845 shares are held in the 401(k) and ESOP, 4,119 shares are held in our Dividend Reinvestment Plan, 3,577,266 shares are unissued but are subject to stock options exercisable within 60 days, and no shares are subject to pledge.

Compensation Discussion and Analysis

Our Compensation Philosophy and Objectives

ADM's executive compensation programs are designed to align the interests of our executive officers with those of our shareholders. We believe in:

- Rewarding executives for creating value for our stockholders.
- Designing and providing market-competitive compensation programs, enabling us to attract and retain high quality executive talent by rewarding excellence in leadership and the successful implementation of our business strategy.
- Encouraging a culture of pay-for-performance by requiring sufficient financial performance before awards may be earned and directly tying awards to quantifiable performance.
- Delivering competitive levels of compensation to our executives if we achieve our performance goals and enhance stockholder value.

Table of Contents

Section	Page
1. Executive Summary	26
2. Components of Executive Compensation	27
3. Executive Compensation Best Practices	30
4. Oversight of Executive Compensation	31
5. 2018 Executive Compensation	33
6. Peer Group	39
7. Employment Agreements, Severance, and Change-in-Control Benefits	40
8. Governance Features of Our Executive Compensation Programs	41

Section 1 — Executive Summary

OUR COMPENSATION ELEMENTS

In 2018, the three key elements of our pay program continued to be base salary, annual cash incentive awards, and long-term incentive (LTI) awards. We refer to the combination of these three elements as “total direct compensation.”

We believe our salaries and performance-based annual cash incentives awards encourage and reward current business results while our LTI awards and stock ownership guidelines reward sustained performance.

2018 COMPENSATION CHANGES

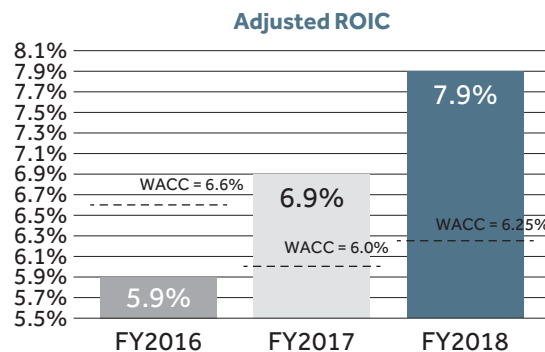
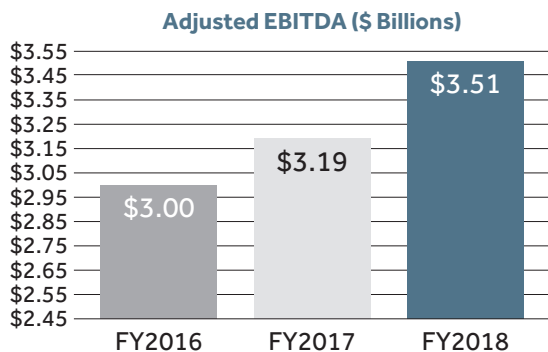
For 2018, the Compensation/Succession Committee approved the addition of three levels of performance (threshold, target, and stretch) to the strategic goals of our 2018 annual cash incentive program to drive participant engagement and positive outcomes, including an opportunity to increase the percentage of Adjusted EBITDA in excess of a specified threshold amount used to fund the bonus pool by up to an additional 1.35% in the aggregate. See Section 2 — Annual Cash Incentive for additional detail.

2018 ADM PERFORMANCE

In 2018, we grew earnings per share, improved returns on invested capital, and generated positive economic value added. Our focus on efficiency and costs helped to increase adjusted earnings per share to \$3.50 in 2018, a 44% increase from 2017. In 2018, we achieved a trailing four-quarter average adjusted return on invested capital (Adjusted ROIC) of 8.3%, 205 basis points above our 2018 weighted average cost of capital (WACC) of 6.25%. Our 2018 Adjusted EBITDA was \$3.634 billion. The Adjusted EBITDA and Adjusted ROIC metrics used to determine the 2018 performance compensation metric below is lower than the Adjusted EBITDA and Adjusted ROIC used in financial reporting. We continued executing the most sweeping portfolio transformation in 116 years by acquiring, investing in, or partnering with around 24 companies and divesting 9 businesses since 2014 to expand and focus our product portfolio.

2018 PERFORMANCE COMPENSATION CALCULATIONS

We used the Adjusted EBITDA and Adjusted ROIC metrics (as noted above) to calculate the 2018 annual cash incentive target levels but excluded the 2017 biodiesel blender’s tax credit which was paid in 2018 as we included this credit in our 2017 performance compensation calculation. The charts below show the performance compensation calculations for FY2016 – FY2018.



(1) Adjusted EBITDA (earnings before interest, taxes, depreciation, and amortization, adjusted to exclude the impact of certain items) and Adjusted ROIC (return on invested capital, adjusted to exclude the impact of certain items) are financial measures that have not been calculated in accordance with generally accepted accounting principles (“GAAP”), and are referred to as non-GAAP financial measures. Attached as Annex A to this Proxy Statement are more detailed definitions of these terms, a reconciliation of each to the most directly comparable GAAP financial measure, and related disclosures about the use of these non-GAAP financial measures.

IMPACT OF 2018 ADM PERFORMANCE ON EXECUTIVE PAY

ADM executive total direct compensation is delivered through a mix of cash and equity awards that emphasize multiple performance factors tied to stockholder value creation over near-, mid- and longer-term time horizons.

In 2018, we actively managed our business portfolio to further advance the largest portfolio transformation in the history of the company, which began in 2014. We accomplished this portfolio transformation while taking billions of dollars in run-rate costs out of the business, including \$302 million in 2018. We also have returned \$8.6 billion to shareholders since 2014, \$835 million of that being in 2018.

Section 2 — Components of Executive Compensation

The company's executive compensation program is built on a structure that balances short and long-term performance. We believe our salaries and performance-based annual cash incentives awards encourage and reward current business results while our LTI awards and stock ownership guidelines reward sustained performance. The company's executive compensation levels also rely on data on compensation for comparable executives at other similarly situated companies, as ADM competes with these companies for executive talent. As described in greater detail in Section 6 — Peer Group, the Compensation/Succession Committee chose a broad external market peer group in the S&P 100 Industrials so as to ensure a wide spectrum of compensation levels. Finally, our Compensation/Succession Committee is also determined to take into account internal equity when determining the pay of the CEO and the company's other Named Executive Officers ("NEOs"). The Compensation/Succession Committee is provided with data on the compensation of other ADM non-executive employees in other pay grades and/or salary ranges and reviews such data when setting CEO and NEO pay. The following chart summarizes the components and associated objectives of our fixed and performance-based pay for executives in 2018:

	Pay Element		Objective	Performance Rewarded
FIXED	Annual	Base Salary	Fixed pay to recognize an individual's role and responsibilities	Reviewed annually and set based on competitiveness versus the external market, individual performance, and internal equity
PERFORMANCE BASED	Annual	Annual Cash Incentive	Achieve annual goals measured in terms of financial and individual performance linked to creation of stockholder value	Adjusted EBITDA, Adjusted ROIC, cost savings, improvements in targeted businesses, revenue growth, and company and individual performance
	Long-Term	Restricted Stock Units ("RSUs")	Align NEOs interests with stockholders and retain executive talent	Reward for achievement of key drivers of stockholder value as evidenced in our share price
		Performance Share Units ("PSUs")	Align performance with interests of stockholders and retain executive talent	Reward for achievement of key drivers of company performance and stockholder value as evidenced in our Adjusted EBITDA, Adjusted ROIC, and relative total shareholder return (TSR)

SALARY

The Compensation/Succession Committee establishes base salaries based on an executive's position, skills, performance, experience, tenure, and responsibilities. The Committee annually assesses the competitiveness of base salary levels relative to salaries within the marketplace for similar executive positions. The Committee also considers factors such as individual performance, changes in responsibilities, and/or changes in competitive marketplace levels in assessing any salary changes to executives.

ANNUAL CASH INCENTIVE

We pay an annual cash incentive only if the company meets certain specified performance goals. The company's annual cash incentive program emphasizes company-wide performance objectives to encourage the executives to focus on overall company success and leadership to generate the most value across the entire company. Our assessment of company performance is directly tied to stockholder expectations by ensuring the delivery of threshold levels of forward-looking metrics such as Adjusted EBITDA and Adjusted ROIC before awards may be earned. Individual performance and the

Compensation Discussion and Analysis

Section 2 — Components of Executive Compensation

Compensation/Succession Committee's informed judgment are incorporated to ensure actual awards appropriately reflect the company's operating environment and individual executive contributions.

The company's 2018 annual cash incentive program was primarily based on two key measures of financial performance which are Adjusted EBITDA and Adjusted ROIC relative to annual WACC, with final awards based on company and individual performance, as well as achievements related to the company's strategic and business objectives. The annual cash incentive program includes a variable percentage of Adjusted EBITDA achieved and the achievement of three specific strategic goals at three levels of performance (threshold, target and stretch). The three strategic goals for 2018 were: (i) achieve between \$100 million (threshold) and \$250 million (stretch) in run rate savings; (ii) realize operating profit improvements of between \$100 million (threshold) and \$150 million (stretch) in key target segments; and (iii) realize revenue growth between \$350 million (threshold) and \$450 million (stretch) in year-on-year revenue from recent acquisitions and major projects. For 2018, the recent acquisitions and major projects included Ingredients, Processing & Value Added, Grain & Logistics, WFSI,

including Health & Wellness, Animal Nutrition & S&S initiatives, Destination Marketing, and Oilseeds RPBO. Depending on the achievement of the three goals and Adjusted EBITDA, the percentage of Adjusted EBITDA in excess of a specified threshold amount used to fund the bonus pool could range from 1.6% to 4.2%. Each strategic goal also can increase the Adjusted EBITDA percentage by 0.45% at the stretch level, making the total range of Adjusted EBITDA 1.6% to 5.55%.

LTI AWARDS

The company's LTI program is designed to reward sustained performance and to attract and retain talented executives and employees. Historically, the Compensation/Succession Committee has reviewed company performance by incorporating perspectives on company and market factors, including relative and absolute stockholder return and strategic, operating, and financial milestones.

For awards granted in 2018, LTI award grant sizes were based upon market-based equity awards. The performance-based LTI awards granted in 2018 used a mix of PSUs (50%) and RSUs (50%) to continue the alignment of the interests of the NEOs and stockholders.

BENEFITS

In addition to these direct elements of pay, the company provides benefits to our NEOs to provide for basic health, welfare, and income security needs and to support the attraction, retention, and motivation of these employees. With few exceptions, such as supplemental benefits provided to employees whose benefits under broad-based plans are limited under applicable tax laws, the company's philosophy is to offer the same benefits to all U.S. salaried employees as are offered to the company's NEOs.

Retirement Program	Eligibility	Description
401(k) and ESOP	All salaried employees	Qualified defined contribution plan where employees may defer up to 75% of eligible pay, up to \$18,500 for 2018. The company provides a 1% non-elective employer contribution and a match of 4% on the first 6% contributed by an employee. The employee contribution can be made pre-tax (401(k)) or after-tax (Roth 401(k)). Employees may also defer traditional after-tax contributions into the plan for a total \$54,250 savings opportunity including all contribution types (pre-tax, Roth, and after tax) plus any ADM matching and 1% non-elective contributions. Employees who are 50 years of age or older can elect to make additional contributions of up to \$6,000 for 2018.
ADM Retirement Plan	All salaried employees	Newly hired eligible employees and those with less than 5 years of service as of January 1, 2009, participate in a qualified cash balance pension formula where the benefit is based on an accrual of benefit based on a stated percent of the participant's base compensation each year. Those employees with 5 or more years of service as of January 1, 2009, participate in a qualified traditional defined benefit formula where the benefit is based on number of years of service and base salary during the later stages of employment. Effective December 31, 2021, the traditional defined benefit will sunset. Effective January 1, 2022, any participant in the traditional defined benefit pension will begin to accrue a benefit under the cash balance pension formula.
Deferred Compensation Plan	Employees with salaries above \$175,000	Eligible participants may defer up to 75% of their annual base salary and up to 100% of their annual cash incentive until elected future dates. Earning credits are added to the deferred compensation account balances based upon hypothetical investment elections available under these plans and chosen by the participant. These hypothetical investment options correspond with the investment options (other than company common stock) available under the 401(k) and ESOP.
Supplemental Retirement Plan	Employees whose retirement benefit is limited by applicable IRS limits	Non-qualified deferred compensation plan that ensures participants in the Retirement Plan receive an aggregate retirement benefit that would have been received if not for certain limitations under applicable tax law.

Healthcare and Other Benefits. NEOs receive the same healthcare benefits as other employees. We provide a benefits package for employees (including NEOs) and their dependents, portions of which may be paid for by the employee. Benefits include: life, accidental death and dismemberment, health (including prescription drug), dental, vision, and disability insurance; dependent and healthcare reimbursement accounts; tuition reimbursement; paid time-off; holidays; and a matching gifts program for charitable contributions.

Perquisites. Consistent with our pay-for-performance philosophy, we limit executive perquisites. Perquisites are an additional form of income to the NEOs, as shown in the Summary Compensation Table, and the NEOs are individually responsible for any taxes related to this income. The Compensation/Succession Committee allows our Chairman and CEO to have access to the aircraft for personal use for security and efficiency reasons. Use of the company-owned aircraft by other NEOs is by exception only. See the notes to the Summary Compensation Table for a description of other perquisites provided to the NEOs.

Section 3 — Executive Compensation Best Practices

We annually review all elements of NEO pay and, where appropriate for our business and talent objectives and our stockholders, may make changes to incorporate and maintain current best practices. The following table provides a summary of “what we do” and “what we don’t do”.

What We Do	What We Don't Do
<p>✓ Pay-for-Performance: We tie compensation to performance by setting clear and challenging company financial goals and individual goals and having a majority of target total direct compensation consist of performance-based components</p>	<p>X No Employment Contracts/Agreements: We do not have an employment contract with any executive officer</p>
<p>✓ Multiple Performance Metrics: We use performance measures including Adjusted EBITDA and Adjusted ROIC and strategic company goals for revenue growth, savings, and improvements in targeted businesses for annual cash incentives, as well as multi-year vesting or measurement periods</p>	<p>X No Dividends Paid on Unvested Performance Awards: We do not pay dividends on unvested performance-based awards</p>
<p>✓ Aggressive Stock Ownership and Retention Requirements: We have stock ownership and retention requirements for our NEOs; no sales can be made until guidelines are met.</p>	<p>X No Hedging: We prohibit NEOs from engaging in hedging transactions with company common stock</p>
<p>✓ Compensation-Related Risk Review: The Compensation/Succession Committee regularly reviews compensation-related risks, with the assistance of independent consultants, to confirm that any such risks are not reasonably likely to have a material adverse effect on the company</p>	<p>X No Repricing or Buyouts of Stock Options: Our equity plan prohibits repricing or buyouts of underwater stock options</p>
<p>✓ Clawback Policy: The company has a policy to recover previously paid cash and equity-based incentive compensation from executives in the event of a financial restatement, ethical misconduct, or other specified circumstances</p>	<p>X No Gross Up of Excise Tax Payments: We do not allow gross up of excise tax payments</p>
<p>✓ Use of Independent Compensation Consultant: The Compensation/Succession Committee retains an independent compensation consulting firm that performs no other consulting services for the company and has no conflicts of interest</p>	<p>X No Excessive Executive Perks: With the exception of certain benefits provided under our expatriate program, executive perquisites are limited to executive physicals, limited personal use of the company aircraft, and company-provided life insurance</p>
<p>✓ Regular Review of Proxy Advisor Policies and Corporate Governance Best Practices: The Compensation/Succession Committee regularly considers proxy advisor and corporate governance best practices as they relate to our executive compensation programs</p>	<p>X No Excessive Pledging: We prohibit executives from pledging company securities if they have not met stock ownership guidelines, and we require our executives to obtain approval from our General Counsel before pledging company securities</p>
<p>✓ Performance-Based Equity Awards: 50% of an executive's annual LTI award opportunity is delivered in PSUs that may be earned only if the company achieves TSR, Adjusted ROIC and Adjusted EBITDA goals over a prospective three-year measurement period.</p>	
<p>✓ Double Trigger: Double trigger accelerated vesting of equity awards applied for a change in control</p>	
<p>✓ Peer Group: We use the S&P 100 Industrials as a peer group to emphasize a broader representative comparative group (and avoid “cherry picking”), and to recognize how we recruit talent from a wide spectrum of organizations</p>	

SHAREHOLDER ENGAGEMENT

Results of 2018 Advisory Vote on Executive Compensation

At the 2018 Annual Meeting of Stockholders, we held the company's eighth advisory vote on executive compensation. Approximately 94% of the advisory votes cast were in favor of our executive compensation. The Compensation/Succession Committee believes that this strong level of support, and the similarly strong levels of support manifested in prior years' advisory votes, affirm broad stockholder agreement with the alignment of existing executive compensation programs with stockholder interests and the Compensation/Succession Committee's approach. After making significant changes to the executive compensation program in 2017 to more closely align with stockholder interests, the Committee considered this outcome in determining that no substantive changes in the executive compensation programs would occur for 2019. At the Annual Meeting of Stockholders to be held on May 1, 2019, we will again hold an advisory vote on executive compensation. The Compensation/Succession Committee will continue to consider stockholder feedback and the results from this year's and future advisory votes on executive compensation.

Our company routinely conducts extensive proactive outreach to engage with key institutional shareholders to understand and

address the key issues that are important to our shareholders as well as fostering long-term relationships. During the course of the year, an engagement team consisting of our Lead Director, Compensation/Succession Committee Chair, SVP of Human Resources, General Counsel, and Investor Relations and Sustainability staff met with several institutional shareholders to discuss matters of governance, compensation, environmental, and other issues.

EXECUTIVE STOCK OWNERSHIP

The Board of Directors believes that it is important for each member of our senior management to acquire and maintain a significant ownership position in shares of our common stock to further align the interests of senior management with the stockholders' interests. Accordingly, we have adopted a policy regarding ownership of shares of our common stock by senior management. The policy calls for members of senior management to own shares of common stock with a fair market value within a range of one to six times that individual's base salary, depending on each individual's level of responsibility with our company; no sales can be made until guidelines are met. The stock ownership guidelines applicable to our NEOs are set forth on page 24 under "Executive Stock Ownership." As of March 11, 2019, each of our NEOs is in compliance with our stock ownership guidelines.

Section 4 — Oversight of Executive Compensation

THE ROLE OF THE COMPENSATION/SUCCESSION COMMITTEE

The Compensation/Succession Committee is composed solely of independent directors and is responsible to the board of directors and the company's stockholders for establishing the company's compensation philosophy and establishing and administering the company's compensation policies and programs consistent with this philosophy. The Compensation/Succession Committee's responsibilities are set forth in its charter, which is available on the company's website, www.adm.com. Additional information regarding the Compensation/Succession Committee's authority to determine compensation can be found under the caption "Compensation/Succession Committee" elsewhere in this proxy statement.

THE ROLE OF THE BOARD

The Board approves the company's business plan, which is one of the factors used to set financial business objectives for the annual cash incentive plan. The independent directors establish and approve all performance criteria for evaluating the Chairman and

CEO and annually evaluate the performance of the Chairman and CEO based on these criteria. The non-management directors also ratify the Chairman and CEO's compensation. The board can also provide input and ratification on any additional compensation-related issues. The Board also conducts an annual review of the company's performance.

THE ROLE OF THE COMPENSATION/SUCCESSION COMMITTEE CONSULTANT

The Compensation/Succession Committee retained Pay Governance LLC as its independent executive compensation consultant. Pay Governance provides no other services to the company. The independent compensation consultant reports directly to the Compensation/Succession Committee, and provides the Compensation/Succession Committee with objective and expert analyses and independent advice on executive and director compensation and other matters in support of the Compensation/Succession Committee's responsibilities under its charter. Each Compensation/Succession Committee meeting includes an executive session where the Compensation/Succession Committee meets exclusively with the independent consultant; company management is not included in

these sessions. Outside of these sessions, the independent consultant interacts with the company's management team solely on behalf of the Compensation/Succession Committee to assist the Compensation/Succession Committee in fulfilling its duties and responsibilities. The Compensation/Succession Committee will only retain consultants that it believes will provide independent advice. The Compensation/Succession Committee has assessed the independence of Pay Governance pursuant to the SEC's and NYSE's rules and concluded that the work Pay Governance has performed does not raise any conflict of interest.

THE ROLE OF EXECUTIVES

To assist the Compensation/Succession Committee in determining compensation for the NEOs other than himself, the company's Chairman and CEO participates in discussions with the Compensation/Succession Committee regarding the other officers' performance and compensation. The Chairman and CEO provides the Compensation/Succession Committee with an assessment of the other NEOs' performance, both in terms of individual performance and with respect to the functions or business units they oversee. The Chairman and CEO also recommends to the Compensation/Succession Committee, but does not vote on, annual base salary adjustments, individual and group performance factors, and short and long-term incentive award target levels that involve the other NEOs.

The company's Senior Vice President of Human Resources oversees all employee compensation and the administration of benefits programs, under the oversight and direction of the Compensation/Succession Committee. He prepares the majority of the materials for the Compensation/Succession Committee meetings and provides analyses that assist the Compensation/Succession Committee with its decisions, such as summaries of competitive market practices, summaries of the company's succession planning actions, and reports regarding the company's performance. In addition, throughout the year, he facilitates meetings with management to help the Compensation/Succession Committee gain a better understanding of company performance. He ensures that the Compensation/Succession Committee is provided a rigorous assessment of year-to-date performance at each of its meetings. At the direction of the Chairman of the Compensation/Succession Committee, the company's Senior Vice President of Human Resources involves other members of management in portions of the Compensation/Succession Committee meetings to participate in discussions related to company and individual performance and the company's compensation and benefit programs. The company's executives leave meetings during discussions of individual compensation actions affecting them personally and during all executive sessions, unless requested to attend by the Compensation/Succession Committee.

THE COMMITTEE'S DECISIONS INCORPORATE THE COMPANY'S EXECUTIVE COMPENSATION OBJECTIVES

- **Alignment of Executive and Stockholder Interests.** We believe that a substantial portion of total compensation should be delivered in the form of equity in order to align the interests of the company's NEOs with the interests of the company's stockholders. Our RSU awards typically vest three years from the date of grant, and our stock option grants typically vest pro rata over a five-year period. Our PSU awards typically have a three-year performance period and vest only if certain performance metrics are achieved. In 2018, an average of 60% of actual total direct compensation paid to our NEOs was in the form of equity awards. The 2018 awards were comprised of time-based RSUs and performance-based PSUs which use three forward looking metrics focused on the cumulative three-year Adjusted EBITDA, Adjusted ROIC, and relative TSR as compared to the S&P 100 Industrials Index from 2018 to 2020. We also protect our stockholders' interest by including a clawback provision in agreements for long-term incentive awards, enabling the company to recover awards if the recipient engages in a broad range of prohibited conduct, including post-vesting non-competition and non-solicitation restrictions.
- **Enable the Company to Attract and Retain Top Executive Talent.** Stockholders are best served when we can attract, retain, and motivate talented executives with compensation packages that are competitive and fair. The company's compensation program for NEOs delivers a mix of salary, annual cash incentives, and long-term incentives targeted to be market competitive as described below. As a large, global company engaged in multiple lines of business, the company's competition for talent, business, and investment is broad.
- **NEO Compensation Should Reflect the Company's Results.** The company's executive compensation program emphasizes variable, performance-based pay and is targeted and assessed in the aggregate, although the Compensation/Succession Committee reviews each component independently as well. Base salary is reviewed annually and adjusted based on a variety of factors including, in addition to an evaluation relative to competitive market practices as described above, a subjective evaluation of each NEO's overall performance, tenure, and changes in responsibilities, if applicable. Annual cash incentives are paid if, and to the extent that, corporate goals approved by the Compensation/Succession Committee are attained. For example, the annual cash incentive plan for 2018 targeted awards at 100% to 200% of each NEO's base salary, but actual payouts ranged from 183% to 193% of the target level depending on company performance against the specific goals modified by certain individual performance factors. Performance-based equity compensation is assessed in a manner similar to the annual cash incentive compensation and is designed to reward measurable results.

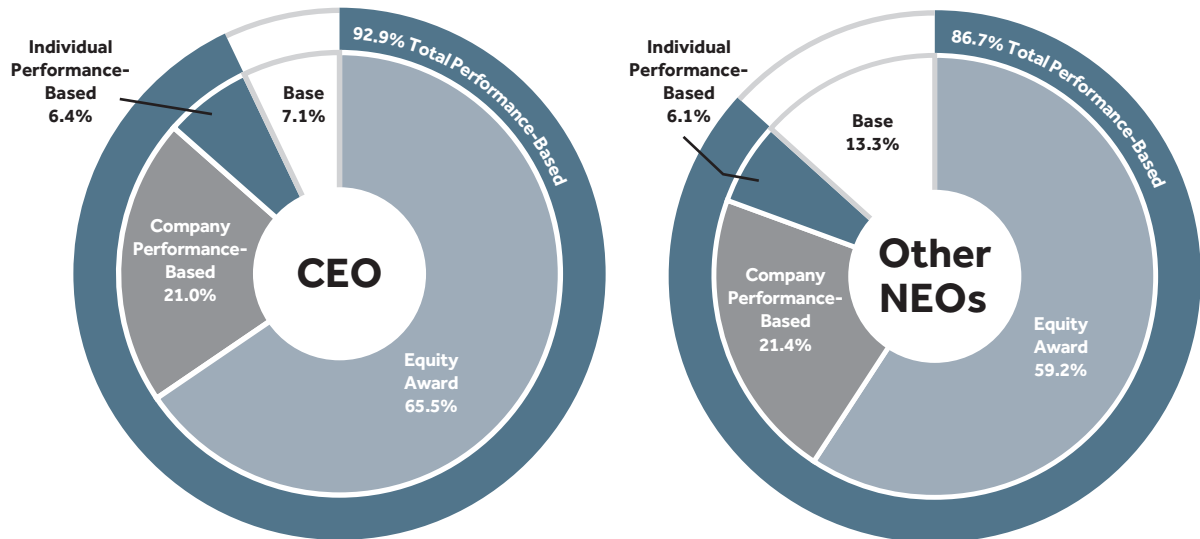
Section 5 — 2018 Executive Compensation

This Compensation Discussion and Analysis describes the compensation of the following named executive officers, or NEOs:

Name	Title
J. R. Luciano	Chairman, Chief Executive Officer and President ("Chairman and CEO")
R. G. Young	Executive Vice President and Chief Financial Officer ("CFO")
C. M. Cuddy	Senior Vice President and President, Carbohydrate Solutions
G. A. Morris	Senior Vice President and President, Oilseeds
J. D. Taets	Senior Vice President and President, Global Business Readiness (as of March 19, 2018); Senior Vice President and President, Ag Services (prior to March 19, 2018)

Of the total direct compensation that we consider attributable to 2018 performance, the company's NEOs received, on average, 88% of *actual* total direct compensation in variable pay and 60% of *actual* total direct compensation in equity awards for 2018. Although the Compensation/Succession Committee has not adopted a policy for allocating the various elements of total direct compensation, we do place greater emphasis on variable pay for executives with more significant responsibilities, reflecting their greater capacity to affect the company's performance and results. For these purposes, we consider the base salary paid in 2018, the annual cash incentive earned in 2018 (paid in early 2019), and the award value of equity granted early in 2018 with a look at performance from 2018 to 2020. The equity award value represents the dollar amount of such awards as approved by the Compensation/Succession Committee.

The charts below present the mix of *actual* total direct compensation attributed to 2018 performance.



INDIVIDUAL COMPENSATION DECISIONS

The Compensation/Succession Committee reviews the total compensation of our NEOs annually. Any changes to base salary, annual incentives, and long-term incentives are based on competitiveness versus the external market, individual performance, internal equity, and the Committee's informed judgment as described in Section 4 — Oversight of Executive Compensation.

Compensation Discussion and Analysis

Section 5 — 2018 Executive Compensation

The following tables summarize compensation decisions made by the Compensation/Succession Committee with respect to each of the NEOs. Details regarding our compensation programs and related decisions may be found following the summaries for the executives. Due to timing differences in measuring the company's equity award approval and grant date fair value, the equity award amounts presented in the Summary Compensation Table may differ slightly from those set forth below.

MR. LUCIANO	
Component	Pay Decisions
Base Salary	<ul style="list-style-type: none">• In 2018, Mr. Luciano's base salary remained unchanged.
Annual Cash Incentive	<ul style="list-style-type: none">• Mr. Luciano's target annual cash incentive opportunity for 2018 was \$2,600,000, or 200% of his base salary.• For 2018, the Compensation/Succession Committee elected to award Mr. Luciano an individual performance percentage of 45%.• Mr. Luciano's actual 2018 cash award was \$5,020,600, or 386% of his base salary, paid in Q1 2019.• Key accomplishments included:<ul style="list-style-type: none">– Delivered strong financial performance of Adjusted EBITDA of \$3.634 billion, a 19% increase over 2017; delivered Adjusted EPS up 44% over last year; operating cash flow up 40% over last year; and Adjusted ROIC of 8.3%, 205 basis points above WACC.– Executed key elements of our strategy, including Readiness efforts focused on continued process improvements across the organization, enhancements to our diversity and inclusion initiatives and industry leadership.– Drove continued transformation of the business portfolio by executing key M&A plans.– Continued year-over-year safety improvements.
Long-Term Incentives ⁽¹⁾	<ul style="list-style-type: none">• In February 2018, Mr. Luciano received a LTI grant of \$12,000,000. The grant was awarded as 50% PSUs and 50% RSUs at the market equity award level.
MR. YOUNG	
Component	Pay Decisions
Base Salary	<ul style="list-style-type: none">• In 2018, Mr. Young's base salary remained unchanged.
Annual Cash Incentive	<ul style="list-style-type: none">• Mr. Young's target annual cash incentive opportunity for 2018 was \$1,125,000, or 136% of his base salary.• For 2018, the Compensation/Succession Committee elected to award Mr. Young an individual performance percentage of 45%.• Mr. Young's actual 2018 cash award was \$2,172,375, or 263% of his base salary, paid in Q1 2019.• Key accomplishments included:<ul style="list-style-type: none">– Effective execution of the balanced capital allocation framework, which included funding significant acquisitions closed in 2018 and beginning of 2019, while maintaining a strong balance sheet.– Strong liability management which included significant long-term debt issuances at historic low coupon rates, as well as significant actions to de-risk pension plans.– Strong cost controls on core central staffs with important advances on centralization and process improvements leveraging the Readiness program.– Executive champion of businesses targeted for improvements, with overall aggregate improvements for the year meeting target levels.
Long-Term Incentives ⁽¹⁾	<ul style="list-style-type: none">• In February 2018, Mr. Young received a LTI grant of \$4,050,000. The grant was awarded as 50% PSUs and 50% RSUs at the market equity award level.

MR. CUDDY

Component	Pay Decisions
Base Salary	<ul style="list-style-type: none"> In 2018 Mr. Cuddy’s salary was \$600,000.
Annual Cash Incentive	<ul style="list-style-type: none"> Mr. Cuddy’s target annual cash incentive opportunity for 2018 was \$600,000, or 100% of his base salary. For 2018, the Compensation/Succession Committee elected to award Mr. Cuddy an individual performance percentage of 35%. Mr. Cuddy’s actual 2018 cash award was \$1,098,600, or 183% of his base salary, paid in Q1 2019. Key accomplishments included: <ul style="list-style-type: none"> Successfully integrated ADM Wheat Milling with ADM Corn Processing into a newly formed Business Unit, Carbohydrate Solutions. Delivered on strategy of diversifying geography and feedstocks through a joint venture with Aston Foods, a processor of corn in Russia, and integrated Chamtor, a wheat starch business in France. Grew specialty starches and sweeteners business with new partnership in tapioca starches and new low sugar glucose production. Outperformed industry replacement margins in ethanol through aggressive cost savings in ethanol dry mills and strong procurement performance in corn.
Long-Term Incentives ⁽¹⁾	<ul style="list-style-type: none"> In February 2018, Mr. Cuddy received a LTI grant of \$2,800,000. The grant was awarded as 50% PSUs and 50% RSUs at the market equity award level.

MR. MORRIS

Component	Pay Decisions
Base Salary	<ul style="list-style-type: none"> In 2018, Mr. Morris’s base salary remained unchanged.
Annual Cash Incentive	<ul style="list-style-type: none"> Mr. Morris’s target annual cash incentive opportunity for 2018 was \$650,000, or 100% of his base salary. For 2018, the Compensation/Succession Committee elected to award Mr. Morris an individual performance percentage of 45% based on performance against target business plan results. Mr. Morris’s actual 2018 cash award was \$1,255,150, or 193% of his base salary, paid in Q1 2019. Key accomplishments included: <ul style="list-style-type: none"> Processed a record volume of Oilseeds globally to meet an environment of strong global demand. Delivered record operating profits for Oilseeds globally, after accounting for strategic divestitures, including actions to significantly improve the South American Oilseeds business. Effectively managed the portfolio to create value through executing specific acquisitions and divestitures, as well as organic growth projects in the value-added businesses. Developed a strategic framework to advance diversity and inclusion efforts, as executive diversity and inclusion champion.
Long-Term Incentives ⁽¹⁾	<ul style="list-style-type: none"> In February 2018, Mr. Morris received a LTI grant of \$2,800,000. The grant was awarded as 50% PSUs and 50% RSUs at the market equity award level.

MR. TAETS

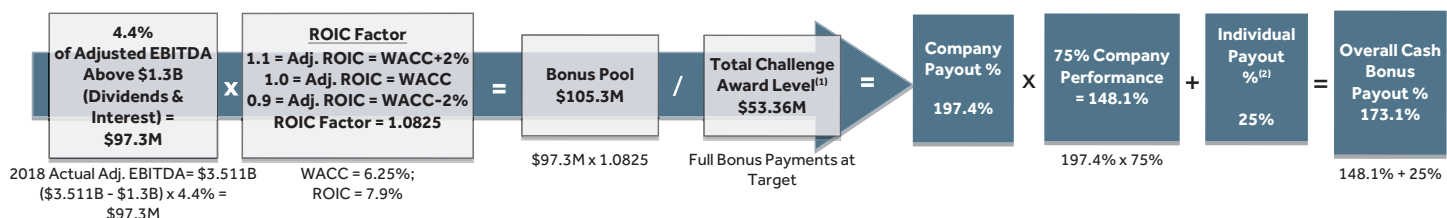
Component	Pay Decisions
Base Salary	<ul style="list-style-type: none"> In 2018, Mr. Taets's base salary remained unchanged.
Annual Cash Incentive	<ul style="list-style-type: none"> Mr. Taets's target annual cash incentive opportunity for 2018 was \$700,000, or 100% of his base salary. For 2018, the Compensation/Succession Committee elected to award Mr. Taets an individual performance percentage of 45%. Mr. Taets's actual 2018 cash award was \$1,351,700, or 193% of his base salary, paid in Q1 2019. Key accomplishments included: <ul style="list-style-type: none"> Helped launch and lead the enterprise-wide global Readiness efforts that provides a structure for continuous and on-going improvements in processes and execution. Through Readiness, identified thousands of initiatives to standardize, centralize and digitize how we do business. Analyzed and prioritized those initiatives, which will allow us to generate more than \$1 billion of run rate benefits by the end of 2020. Delivered 120 Readiness efforts by end of 2018, generating \$300 million in run-rate cost savings and benefits. Drove strategy and actions that resulted in 18th consecutive year of reducing recordable injuries, with December 2018 being our safest month ever, as enterprise executive safety champion.
Long-Term Incentives ⁽¹⁾	<ul style="list-style-type: none"> In February 2018, Mr. Taets received a LTI grant of \$2,800,000. The grant was awarded as 50% PSUs and 50% RSUs at the market equity award level.

(1) The award value of LTI represents the dollar amount of such awards as approved by the Compensation/Succession Committee, and differs from the grant date fair value of such awards as shown in the Grants of Plan-Based Awards Table and the Summary Compensation Table because of timing differences in the valuation methodologies used.

2018 ANNUAL CASH INCENTIVES

Annual cash incentives are determined by the degree to which company financial performance expectations are achieved and the Compensation/Succession Committee's independent assessment of the company's performance as well as the individual performance of the NEO, which makes up 25% of the annual cash bonus target. This outcome may then be adjusted within a range of -25% to +25% based on the Compensation/Succession Committee's assessment of individual and group performance. For 2018 annual cash incentive payout, the bio-diesel blender's tax credit the company recognized in 2017 was deducted from the 2018 performance compensation calculations so as not to double count the effects of such credit in 2018. The formula used to calculate an annual cash incentive payout for NEOs can be expressed as follows:

Company Performance Payout Percentage (75%) + Individual Performance Percentage (25%) = Overall Payout Percentage



(1) Total Challenge Award Level is defined as full bonus payments at target.

(2) For illustrative purposes, a 25% individual performance percentage is used. Individual performance may vary by NEO by +/- 25% based on the Compensation/Succession Committee's assessment of individual performance and contribution to the company's success.

INDIVIDUAL PERFORMANCE COMPONENTS

Based on business results and the economic environment for 2018 performance, the Compensation/Succession Committee elected to award the Chairman and CEO a 45% individual performance percentage based on accomplishments described above. The Compensation/Succession Committee incorporated its and the full board's assessment of the Chairman and CEO's performance and full company performance when approving Mr. Luciano's individual performance percentage. Mr. Young, Mr. Taets and Mr. Morris also received an individual

performance percentage of 45%, in recognition of their performance against individual and company goals described above. Mr. Cuddy received an individual performance percentage of 35% in recognition of his performance against individual and company goals described above. Individual performance can range from 0% to 50% based upon performance against goals for the year. The 25% individual performance percentage is used for target performance. Our leaders are responsible for driving performance company-wide and their individual performance rating is a result of their performance for the year.

THE RESULTING ANNUAL CASH INCENTIVE FOR EACH NEO

The purpose of the annual cash incentive program is to reward performance based on the achievement of company, business, and individual objectives. At the start of each fiscal year, the Compensation/Succession Committee approves minimum, target, and maximum annual cash incentive levels for each NEO. Target annual cash incentive levels are expressed as a percentage of salary. Based on company and individual performance, annual cash incentive payouts can range between 0% and 200% of the target annual cash incentive. Based on the determination of the company and individual performance factors as described above, each NEO, excluding Mr. Cuddy, received an annual cash incentive for 2018, payable in Q1 of 2019, equal to 193.1% (197.4% company performance making up 75% of the total annual cash incentive award plus individual award amounts of 45%) of his respective target annual cash incentive. Mr. Cuddy received an annual cash incentive equal to 183.1% of his total target based upon 35% individual performance.

Executive	Target Cash Incentive Opportunity (% of Salary)	Minimum Cash Incentive Opportunity	Target Cash Incentive Opportunity	Maximum Cash Incentive Opportunity	Actual FY2018 Cash Award
J. R. Luciano	200%	\$0	\$2,600,000	\$5,200,000	\$5,020,600
R. G. Young	136%	\$0	\$1,125,000	\$2,250,000	\$2,172,375
C. M. Cuddy	100%	\$0	\$600,000	\$1,200,000	\$1,098,600
G. A. Morris	100%	\$0	\$650,000	\$1,300,000	\$1,255,150
J. D. Taets	100%	\$0	\$700,000	\$1,400,000	\$1,351,700

EQUITY-BASED LONG-TERM INCENTIVES & HOW THEY WERE DETERMINED FOR 2018

The company's LTI Program aligns the interests of executives with those of stockholders by rewarding the achievement of long-term stockholder value, supporting stock ownership, and encouraging long-term service with the company. In the following sections, we discuss the process for determining equity grants delivered under the company's LTI Program.

In terms of grant size and grant form, the company's LTI awards in 2017 transitioned from awards based upon a historical review of past performance to awards based on the results of forward-looking metrics measured over a three-year performance period. Our LTI awards consist of performance share units (PSUs) and restricted stock units (RSUs) with three-year vesting. The overall LTI award value was allocated 50% to PSUs and 50% to RSUs. The transition to the forward-looking LTI program was made to better align our equity program with market practice and strengthen the focus of our equity program on growth and future value creation for shareholders. The February 2018 grants appear in the Grants of Plan-Based Awards table and are reflected in the Summary Compensation Table information for FY2018.

Executive	Long-Term Incentive (Granted in February 2018)		
	Minimum Award	Market Equity Award Target	Actual FY2018 Equity Award(1)
J. R. Luciano	\$0	\$11,500,000	\$12,000,000
R. G. Young	\$0	\$3,925,783	\$4,050,000
C. M. Cuddy	\$0	\$2,600,000	\$2,800,000
G. A. Morris	\$0	\$2,800,000	\$2,800,000
J. D. Taets	\$0	\$2,800,000	\$2,800,000

(1) Dollar value of the awards as approved by the Compensation/Succession Committee, which differ from the grant date fair values as discussed previously.

Compensation Discussion and Analysis

Section 5 — 2018 Executive Compensation

Terms of the company's equity awards granted in February 2018 generally are as follows:

- PSUs will vest in three years if the company achieves certain performance goals over a three-year performance period (2018 – 2020). Payout can range for 0% to 200% and fluctuate based upon share price. The 2018 PSU metrics are: (i) the company's relative TSR as compared to the companies in the S&P 100 Industrials Index (25% weighting), (ii) the degree to which the company achieves specified Adjusted ROIC goals (25% weighting), and (iii) the degree to which the company's Adjusted EBITDA for 2018 – 2020 exceeds its specified cumulative Adjusted EBITDA goals for the same period (50% weighting). Before the PSU can pay out, the company's cumulative Adjusted EBITDA for the period 2018 – 2020 must exceed a specific threshold amount. If this does not occur, there will be no payout for the other metrics.
- RSUs typically vest three years after the date of grant.
- Upon the death of the executive, RSUs granted under the LTI Program vest immediately and PSUs will vest based on actual performance during the truncated performance period and on a pro rata basis based on the target number of units for the year following the truncated performance period. RSUs and PSUs continue to vest if the executive leaves the company because of disability or retirement (age 55 or greater with 10 or more years of service). A detailed description of the change-in-control provisions is contained in Section 8 below. For grants issued in 2012 and subsequent years, award agreements include forfeiture and clawback provisions as described in Section 8.

OUR POLICY FOR WHEN GRANTS ARE MADE

The Compensation/Succession Committee grants all equity awards to NEOs, and no attempt is made to time the granting of these awards in relation to the release of material, non-public information. The exercise price of all stock options is set at fair market value on the grant date. Under the 2009 Incentive Compensation Plan, fair market value is the closing market price of the company's common stock on the last trading day prior to the date of grant. The Compensation/Succession Committee meets during the first fiscal quarter of each fiscal year and determines the annual equity awards granted to NEOs. These awards are issued promptly following the date of the Compensation/Succession Committee's meeting and approval. In addition to annual awards, the NEOs may receive awards when they join the company or change their job status, including promotions.

Section 6 — Peer Group

The Compensation/Succession Committee utilizes the S&P 100 Industrial Index as a peer group to evaluate whether executive officer pay levels are aligned with performance on a relative basis. We believe the larger peer group is the most relative peer group for ADM because we compete for talent across a wide range of industries. The difference between ADM’s relative revenue and ADM’s relative market cap is one of the reasons why we use a larger peer group than other companies. We use the S&P 100 Industrials as a peer group to emphasize a broader representative market peer group to ensure a wide spectrum of compensation levels are reviewed to arrive at our NEO compensation.

Company Name
3M Company
Abbott Laboratories
AbbVie Inc.
Accenture plc
Alphabet Inc.*
Amazon.com, Inc.
American Airlines Group Inc.
American Express Company
American International Group, Inc.
AmerisourceBergen Corporation
Anthem, Inc.
Apple Inc.
Archer-Daniels-Midland Company†
AT&T Inc.
Bank of America Corporation
Berkshire Hathaway Inc.
Best Buy Co., Inc.
Cardinal Health, Inc.
Caterpillar Inc.
Centene Corporation
Charter Communications, Inc.
Chevron Corporation
Chubb Limited
Cigna Corporation
Cisco Systems, Inc.
Citigroup Inc.
Comcast Corporation
ConocoPhillips
Costco Wholesale Corporation
CVS Health Corporation
Deere & Company
Delta Air Lines, Inc.
Dollar General Corporation
DowDuPont Inc.
Exelon Corporation
Exxon Mobil Corporation
Facebook, Inc.
FedEx Corporation
Ford Motor Company
General Dynamics Corporation
General Electric Company
General Motors Company
HCA Healthcare, Inc.
Hewlett Packard Enterprise Company
Honeywell International Inc.
HP Inc.
Humana Inc.
Intel Corporation
International Business Machines Corporation
Johnson & Johnson

Company Name
Johnson Controls International plc
JPMorgan Chase & Co.
Lockheed Martin Corporation
Lowe’s Companies, Inc.
LyondellBasell Industries N.V.
Macy’s, Inc.
Marathon Petroleum Corporation
McKesson Corporation
Medtronic plc
Merck & Co., Inc.
MetLife, Inc.
Micron Technology, Inc.
Microsoft Corporation
Mondelez International, Inc.
Morgan Stanley
NIKE, Inc.
Northrop Grumman Corporation
Oracle Corporation
Pepsico, Inc.
Pfizer Inc.
Philip Morris International Inc.
Phillips 66
Prudential Financial, Inc.
Raytheon Company
Schlumberger Limited
Sysco Corporation
Target Corporation
The Allstate Corporation
The Boeing Company
The Coca-Cola Company
The Goldman Sachs Group, Inc.
The Home Depot, Inc.
The Kraft Heinz Company
The Kroger Co.
The Procter & Gamble Company
The Progressive Corporation
The TJX Companies, Inc.
The Travelers Companies, Inc.
The Walt Disney Company
Twenty-First Century Fox, Inc.*
Tyson Foods, Inc.
United Continental Holdings, Inc.
United Parcel Service, Inc.
United Technologies Corporation
UnitedHealth Group Incorporated
Valero Energy Corporation
Verizon Communications Inc.
Walgreens Boots Alliance, Inc.
Wal-Mart Stores, Inc.
Wells Fargo & Company

* denotes one of two companies with two classes of stock included in the S&P 100 Industrials Index.

† denotes our company.

Section 7 — Employment Agreements, Severance, and Change-in-Control Benefits

NO EMPLOYMENT CONTRACTS

None of our NEOs has an employment contract or separation agreement. Consistent with our approach of rewarding performance, employment is not guaranteed, and either ADM or the NEO may terminate the employment relationship at any time.

ADM maintains a severance program that serves as a guideline for severance benefits that may be provided to various levels of employees upon termination of their employment without cause, but the program does not create a contractual right to receive any severance benefits on the part of the employee. The Compensation/Succession Committee generally requires the employee to enter into a non-competition and/or non-solicitation agreement in exchange for receiving severance under the program.

CHANGE-IN-CONTROL PROVISIONS

Upon a change in control of the company, NEOs may receive certain protections related to their LTI awards, as described more fully below, and other compensation as detailed in the sections titled “Pension Benefits,” “Nonqualified Deferred Compensation,” and “Termination of Employment and Change-in-Control Arrangements.” NEOs are not eligible to receive any other cash severance, continued health and welfare benefits, tax gross ups or other change-in-control benefits.

The Archer-Daniels-Midland Company 2009 Incentive Compensation Plan provides non-employee directors and all employees, including executive officers, change-in-control protections for their LTI awards. For awards granted in 2017 and onward, if a change-in-control occurs with respect to the company, the equity grants held by the company’s executive officers generally will vest immediately in full in the case of RSUs and on a modified pro rata basis for PSUs if the equity award does not continue because it is not assumed or replaced, or the award is assumed or replaced, but the executive officer’s employment is terminated for reasons other than cause or good reason within 24 months of the change in control (referred to as “double trigger” vesting). The double trigger accelerated vesting had been adopted to provide the executives with some assurance that they will not be disadvantaged with respect to their equity awards in the event of a change-in-control of the company. This assurance increases the value of these awards to the executives, which in turn enhances retention.

Section 8 — Governance Features of Our Executive Compensation Programs

CLAWBACK PROVISIONS

We have included clawback provisions in the company's long-term incentive award agreements that provide us with the ability to recover long-term incentive compensation for a broad range of reasons. This aggressive approach to recoupment of long-term incentive compensation reflects the company's commitment to protecting stockholder value.

For awards granted in August 2012 and beyond, we have implemented an additional clawback policy for all cash and equity-based long-term incentive awards. Specifically, this policy provides for the recoupment of any cash or equity incentive awards for a period of three years from the date of award. We have the right to clawback incentive payments made to NEOs and certain other members of senior management in the event of a financial restatement or ethical misconduct. In 2015 and in 2017, additional language was added to equity awards which includes post-vesting non-competition and non-solicitation restrictions prohibiting competitive activity and solicitation of ADM customers and employees.

PROHIBITION ON INSIDER TRADING

Pursuant to the company's Insider Trading Policy, employees and directors may not engage in short selling, speculative trading, or hedging transactions involving the company's stock, including writing or trading in options, warrants, puts and calls, prepaid variable forward contracts, equity swaps or collars, or entering into other transactions that are designed to hedge or offset decreases in the price of the company's securities. In addition, employees and directors are required to review any pledging of company securities with the company's General Counsel prior to engaging in such activity.

The company's Insider Trading Policy also provides that all transactions in our company's securities by the company's directors, the NEOs, and certain other officers and employees must be pre-cleared by the company's law department.

SECTION 162(M) OF THE INTERNAL REVENUE CODE EFFECTS ON THE COMPANY

Section 162(m) of the Internal Revenue Code precludes the company from taking a federal income tax deduction for compensation paid in excess of \$1 million to our "covered employees" (which as of 2018 includes the CEO, CFO, and our three other most highly compensated executive officers). Prior to 2018, this deduction limitation did not apply to qualified "performance-based" compensation and a company's CFO was not considered to be a "covered officer."

Despite these new limits on the deductibility of performance-based compensation, the Compensation/Succession Committee continues to believe that a significant portion of our executives' compensation should be tied to the company's performance and that shareholder interests are best served if its discretion and flexibility in structuring and awarding compensation is not restricted. The Compensation/Succession Committee also believes that the amount of any expected loss of a tax deduction under Section 162(m) will be insignificant to the company's overall tax position. Therefore, it is not anticipated that the changes to Section 162(m) will significantly impact the design of our compensation program going forward.

THE COMPANY'S EVALUATION OF ITS COMPENSATION PROGRAMS AS THEY RELATE TO RISK

On an ongoing basis, the Compensation/Succession Committee, with input from management, assesses potential risks associated with compensation decisions and discusses them with our board of directors if warranted. To date, we have not identified any incentive compensation programs that encourage inappropriate risk taking. We have established a policy under which we engage an outside consultant every other year to review the company's programs and independently assess the risk in them.

In 2017, ADM engaged an outside consultant, The Korn Ferry Hay Group ("Hay"), to assist the Compensation/Succession Committee in evaluating the risk in the company's compensation programs. In conducting an independent assessment, Hay reviewed all of the company's incentive compensation programs and determined that none of our compensation programs encouraged inappropriate risk-taking or the manipulation of earnings. The detailed findings of this review were discussed with management and presented to the Compensation/Succession Committee in November 2017.

Another independent review of the company's incentive programs will be conducted during 2019 and reported to the Compensation/Succession Committee.

THE COMPANY'S MINDFUL APPROACH TO ADDRESSING LIABILITIES ASSOCIATED WITH RETIREMENT PROGRAMS

The Compensation/Succession Committee is mindful that the non-qualified deferred compensation and supplemental retirement plans create financial statement liabilities. We generally do not set amounts aside in a "rabbi" trust for the benefit of participants in the

Compensation Discussion and Analysis

Section 8 — Governance Features of Our Executive Compensation Programs

deferred compensation or supplemental retirement plans. However, the deferred compensation plans have “rabbi” trust funding triggers in the event of a potential change in control of the company. This trigger provides some measure of assurance to employees that amounts they have chosen to defer from their current compensation will be held for their benefit, although still subject to creditor claims as required under the applicable tax law. In maintaining the non-qualified plans, the Compensation/Succession Committee has duly considered that the federal income tax deduction available to

the company occurs at the same time that participants are paid benefits from the applicable plan.

The company is required to fund its qualified pension plans in a manner consistent with the minimum funding requirements of the Internal Revenue Code and the Employee Retirement Income Security Act. Historically, the company has made contributions in excess of the minimum to maintain its plans at or near a full funding level relative to the accrued benefit obligation.

COMPENSATION/SUCCESSION COMMITTEE REPORT

The Compensation/Succession Committee has reviewed and discussed the Compensation Discussion and Analysis with management. Based upon this review and discussion, the Compensation/Succession Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement.

K. R. Westbrook, Chairman
A. L. Boeckmann
M. S. Burke
P. Dufour
S. F. Harrison
D. T. Shih

COMPENSATION/SUCCESSION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

None of the members of the Compensation/Succession Committee is or has been an employee of the company or any of the company’s subsidiaries. There are no interlocking relationships between the company and other entities that might affect the determination of the compensation of the company’s executive officers.

Executive Compensation

SUMMARY COMPENSATION TABLE

The following table summarizes the compensation for the fiscal years noted in the table of our named executive officers.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)(1)	Option Awards (\$)(2)	Non-Equity Incentive Plan Compensation (\$)(3)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)(4)	All Other Compensation (\$)(5)	Total (\$)
J. R. LUCIANO Chairman, CEO and President	2018	1,300,008	—	13,204,353	—	5,020,600	33,918	78,655	19,637,534
	2017	1,300,008	—	12,166,416	—	2,251,600	76,179	80,852	15,875,055
	2016	1,283,340	—	5,312,218	5,279,331	1,939,600	49,419	148,708	14,012,616
R. G. YOUNG Executive Vice President and CFO	2018	825,048	—	4,456,512	—	2,172,375	19,233	24,204	7,497,372
	2017	825,048	—	4,153,349	—	921,856	53,260	25,454	5,978,967
	2016	825,048	—	1,979,220	1,966,968	794,116	32,419	23,152	5,620,923
C. M. CUDDY⁽⁶⁾ Senior Vice President and President, Carbohydrate Solutions	2018	600,000	—	3,081,073	—	1,098,600	7,158	20,907	4,807,738
G. A. MORRIS⁽⁷⁾ Senior Vice President and President, Oilseeds	2018	650,004	—	3,081,073	—	1,255,150	27,574	21,082	5,034,883
	2017	650,004	—	2,327,537	—	530,400	393,998	21,132	3,923,071
	2016	650,004	640,000	637,487	633,520	484,900	284,727	15,360	3,345,998
J. D. TAETS Senior Vice President and President, Global Business Readiness ⁽⁸⁾	2018	700,008	—	3,081,073	—	1,351,700	(194,918)	1,654,244	6,592,107
	2017	700,008	—	2,962,263	—	571,200	561,951	27,743	4,823,165
	2016	700,008	—	796,851	791,901	487,200	480,578	523,219	3,779,757

(1) Stock awards in 2018 consisted of restricted stock unit (RSU) awards and performance share unit (PSU) awards. The amounts reported in this column represent the aggregate grant date fair value of the RSU awards for fiscal years 2018, 2017, and 2016 and of the target level of the PSU awards for fiscal years 2017 and 2018. We calculated these amounts in accordance with the provisions of FASB ASC Topic 718 utilizing the assumptions discussed in Note 11 to our financial statements for the fiscal years ended December 31, 2018, December 31, 2017, and December 31, 2016. The grant date fair value of the 2018 RSUs and the grant date fair value of the 2018 PSUs if target performance and maximum performance is achieved are as follows:

Name	RSUs	PSUs	
		Target	Maximum
J. R. Luciano	\$6,375,041	\$6,829,312	\$13,658,624
R. G. Young	\$2,151,597	\$2,304,915	\$4,609,830
C. M. Cuddy	\$1,487,537	\$1,593,536	\$3,187,072
G. A. Morris	\$1,487,537	\$1,593,536	\$3,187,072
J. D. Taets	\$1,487,537	\$1,593,536	\$3,187,072

(2) The amounts reported in this column represent the aggregate grant date fair value of the option awards for fiscal year 2016. No options were issued in 2017 or 2018. We calculated these amounts in accordance with the provisions of FASB ASC Topic 718 utilizing the assumptions discussed in Note 11 to our financial statements for the fiscal year ended December 31, 2016.

(3) The amounts reported in this column represent amounts earned under our annual incentive plan during each of the respective fiscal periods shown. In each case, the amounts were paid shortly after the close of the applicable fiscal period.

(4) The amounts reported in this column for 2018 represents the aggregate change in actuarial present value of each NEO's accumulated benefit under all defined benefit and actuarial pension plans from December 31, 2017 to December 31, 2018, using the same assumptions used for financial reporting purposes except that retirement age is assumed to be the normal retirement age (65) specified in the plans. No NEO received above market or preferential earnings on deferred compensation. To derive the change in pension value for financial reporting purposes, the assumptions used to value pension liabilities on December 31, 2018 were an interest rate of 4.44% for the ADM Retirement Plan, an interest rate of 4.27% for the ADM Supplemental Retirement Plan, and mortality was determined using the RP2014 mortality table, with a white collar adjustment, projected generationally using Scale MP-2018. The assumptions used to value pension liabilities on December 31, 2017 were an interest rate of 3.73% for the ADM Retirement Plan, an interest rate of 3.61% for the ADM Supplemental Retirement Plan, and mortality was determined using the RP2014 mortality table, with a white collar adjustment, projected generationally using Scale MP-2017.

(5) The amounts reported in this column for 2018 include costs for personal use of company aircraft, imputed value of company-provided life insurance, costs for executive healthcare services, spousal travel and lodging, company contributions under the 401(k) and ESOP, charitable gifts pursuant to the company's matching charitable gift program which is available to substantially all full-time employees and non-employee directors, and, for Mr. Taets, certain expenses related to his overseas assignment as well as foreign tax payments and tax gross up related to the same. Specific perquisites and other items applicable to each NEO listed are identified below by an "X". Where a perquisite or benefit exceeded \$10,000 for an individual, the dollar amount is given.

Executive Compensation

Grants of Plan-Based Awards During Fiscal Year 2018

NEO	Personal Aircraft Use	Expatriate Expenses ^(a)	Expatriate Tax & Gross-Up Expense ^(b)	Imputed Value of Life Insurance	Executive Healthcare Services	Spousal Travel & Lodging	Matching Charitable Gifts	401(k) Company Contributions
J. R. Luciano	\$56,750			X		X	\$750	\$13,750
R. G. Young				X	X		\$5,000	\$13,750
C. M. Cuddy				X	X	X	\$5,000	\$13,750
G. A. Morris				X	X		\$4,800	\$13,750
J. D. Taets		\$11,029	\$1,626,346	X	X	X	\$100	\$13,750

(a) Mr. Taets' expenses related to his overseas assignment included a \$10,029 moving expense and a \$1,000 foreign tax preparation expense.

(b) Mr. Taets' taxation related expenses related to his overseas assignment included \$965,622 for net payment of certain foreign taxes and \$660,724 for tax gross ups relating to the same tax payment as well as his overseas moving expenses.

(6) Mr. Cuddy first became an NEO in 2018.

(7) Mr. Morris first became an NEO in 2016. The additional cash award of \$640,000 paid in March of 2017 was in recognition of his efforts in connection with the integration of WFSI during 2015 and 2016.

(8) Mr. Taets' title changed on March 19, 2018. Prior to March 19, 2018, Mr. Taets was our Senior Vice President and President, Ag Services.

Aggregate incremental cost to our company of perquisites and personal benefits is determined as follows. In the case of payment of expenses related to items such as executive healthcare services and relocation expenses, incremental cost is determined by the amounts paid to third-party providers. In the case of personal use of company-owned aircraft, incremental cost is based solely on the cost per hour to the company to operate the aircraft, and does not include fixed costs that do not change based on usage, such as purchase costs of the aircraft and non-trip-related hangar expenses. Our direct operating cost per hour of an aircraft is based on the actual costs of fuel, on-board catering, aircraft maintenance, landing fees, trip-related hangar and parking costs, and smaller variable costs, divided by the number of hours the aircraft was operated during the year.

GRANTS OF PLAN-BASED AWARDS DURING FISCAL YEAR 2018

The following table summarizes the grants of plan-based awards made to our named executive officers during the fiscal year ended December 31, 2018.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units(#)	Grant Date Fair Value of Stock and Option Awards (\$)(1)
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)		
J. R. LUCIANO									
Annual Cash Incentive Plan Award			2,600,000	5,200,000					
Performance Share Unit Award	2/15/18				0	152,440	304,880		6,829,312
Restricted Stock Unit Award	2/15/18							152,440	6,375,041
R. G. YOUNG									
Annual Cash Incentive Plan Award			1,125,000	2,250,000					
Performance Share Unit Award	2/15/18				0	51,449	102,898		2,304,915
Restricted Stock Unit Award	2/15/18							51,449	2,151,597
C. M. CUDDY									
Annual Cash Incentive Plan Award			600,000	1,200,000					
Performance Share Unit Award	2/15/18				0	35,570	71,140		1,593,536
Restricted Stock Unit Award	2/15/18							35,570	1,487,537
G. A. MORRIS									
Annual Cash Incentive Plan Award			650,000	1,300,000					
Performance Share Unit Award	2/15/18				0	35,570	71,140		1,593,536
Restricted Stock Unit Award	2/15/18							35,570	1,487,537
J. D. TAETS									
Annual Cash Incentive Plan Award			700,000	1,400,000					
Performance Share Unit Award	2/15/18				0	35,570	71,140		1,593,536
Restricted Stock Unit Award	2/15/18							35,570	1,487,537

(1) The grant date fair value is generally the amount the company would expense in its financial statements over the award's service period under FASB ASC Topic 718. With respect to the PSUs the value represents the probable outcome of the performance condition using target payout levels. See Footnote 1 to the Summary Compensation Table for additional detail.

All of the awards in the table above were granted under our 2009 Incentive Compensation Plan. The awards shown in the columns designated “Estimated Future Payouts Under Non-Equity Incentive Plan Awards” were made pursuant to our annual cash incentive plan. The amounts actually paid with respect to these awards are reflected in the Summary Compensation Table in the “Non-Equity Incentive Plan Compensation” column. See “Compensation Discussion and Analysis — Section 5 — 2018 Executive Compensation — 2018 Annual Cash Incentives” for more information about our annual cash incentive plan.

The awards shown in the column designated “Estimated Future Payouts Under Equity Incentive Plan Awards” in the table above are PSU awards and vest in three years if the company achieves certain performance goals over a three-year performance period (2018 – 2020). The 2018 PSU metrics are: (i) the company’s relative TSR as compared to the companies in the S&P 100 Industrials Index (25% weighting), (ii) the degree to which the company achieves specified Adjusted ROIC goals (25% weighting), and (iii) the degree to which the company’s Adjusted EBITDA for 2018 – 2020 exceeds its specified cumulative Adjusted EBITDA goals for the same period (50% weighting). Before the PSU can pay out, the company’s cumulative Adjusted EBITDA must exceed a certain threshold. If this does not occur, there will be no payout for the other metrics.

All of the awards shown in the “All Other Stock Awards” column in the table above are RSUs awards and vest in full three years after the date of the grant. Under the terms of the RSU award agreements, the recipient of the award may receive cash dividend equivalents on RSUs prior to their vesting date, but may not transfer or pledge the units in any manner prior to vesting. Dividend equivalents on RSUs are paid at the same rate as dividends to our stockholders generally.

The 2018 RSU and PSU awards are subject to double trigger accelerated vesting and payout upon a change in control only if the award recipient’s employment is terminated without cause or if the award recipient resigns for good reason, in each case, within 24 months after the change in control, or if the surviving entity in the change-in-control transaction refuses to continue, assume, or replace the awards. In such instance the 2018 RSU awards will vest in full immediately, and the 2018 PSU awards will vest based on actual performance during the truncated performance period and on a pro rata basis based on a target number of units for the year following the truncated performance period. Upon the death of an award recipient, vesting of the RSU awards will accelerate in full while the vesting of the PSU awards will accelerate in the manner described in the preceding sentence. If an award recipient’s employment ends as a result of disability or retirement, both the RSU and PSU awards will continue to vest in accordance with the original vesting schedule. If an award recipient’s employment ends for any other reason, unvested RSU and PSU awards will be forfeited. With respect to each of the RSU and PSU awards described above, if an award recipient’s employment is terminated for cause, or if the recipient breaches a non-competition, non-solicitation, or confidentiality restriction or participates in an activity deemed by us to be detrimental to our company, the recipient’s unvested units will be forfeited, and any shares issued in settlement of units that have already vested must be returned to us or the recipient must pay us the amount of the shares’ fair market value as of the date they were issued.

The impact of a termination of employment or change-in-control of our company on RSU and PSU awards held by our named executive officers is quantified in the “Termination of Employment and Change-in-Control Arrangements” section below.

Executive Compensation

Outstanding Equity Awards at Fiscal Year 2018 Year-End

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR 2018 YEAR-END

The following table summarizes information regarding unexercised stock options and unvested restricted stock awards for the named executive officers as of December 31, 2018.

Name	Grant Date	OPTION AWARDS				STOCK AWARDS			
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable(1)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)(2)	Market Value of Shares or Units of Stock that Have Not Vested (\$)(3)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)(4)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested(\$)(3)
J. R. LUCIANO	2-11-2016	372,439	558,660	33.18	2-11-2026				
	2-12-2015	194,892	129,929	46.92	2-12-2025				
	2-13-2014	187,624	46,907	40.65	2-13-2024				
	2-21-2013	51,664	—	32.50	2-21-2023				
	8-16-2012	216,585	—	26.25	8-16-2022				
	8-11-2011	194,014	—	26.17	8-11-2021	449,939	18,434,001	289,836	11,874,581
R. G. YOUNG	2-11-2016	138,763	208,145	33.18	2-11-2026				
	2-12-2015	128,901	85,935	46.92	2-12-2025				
	2-13-2014	147,704	36,927	40.65	2-13-2024				
	2-21-2013	31,503	—	32.50	2-21-2023				
	8-16-2012	123,763	—	26.25	8-16-2022				
	8-11-2011	80,377	—	26.17	8-11-2021	158,004	6,473,424	98,353	4,029,522
C. M. CUDDY	2-11-2016	44,692	67,040	33.18	2-11-2026				
	8-16-2012	2,857	—	26.25	8-16-2022				
	8-11-2011	1,464	—	26.17	8-11-2021				
	8-19-2010	465	—	30.71	8-19-2020	79,037	3,238,146	59,824	2,450,989
G. A. MORRIS	2-11-2016	44,692	67,040	33.18	2-11-2026				
	2-12-2015	16,827	11,219	46.92	2-12-2025				
	8-16-2012	5,263	—	26.25	8-16-2022				
	8-11-2011	4,491	—	26.17	8-11-2021				
	8-19-2010	3,114	—	30.71	8-19-2020				
	9-10-2009	2,279	—	28.70	9-10-2019	81,068	3,321,356	61,855	2,534,199
J. D. TAETS	2-11-2016	55,866	83,799	33.18	2-11-2026				
	2-12-2015	45,445	30,298	46.92	2-12-2025				
	2-13-2014	56,228	14,057	40.65	2-13-2024				
	2-21-2013	13,861	—	32.50	2-21-2023				
	8-16-2012	52,909	—	26.25	8-16-2022				
	8-11-2011	13,305	—	26.17	8-11-2021				
	8-19-2010	6,781	—	30.71	8-19-2020	93,039	3,811,808	69,023	2,827,872

(1) Stock option awards vest at a rate of 20% of the subject shares per year on each of the first five anniversaries of the grant date.

(2) The RSUs reported in this column vest on the dates and in the amounts set forth below.

Name	Restricted Stock Units Vesting On:		
	2/11/19	2/16/20	2/15/21
J. R. Luciano	160,103	137,396	152,440
R. G. Young	59,651	46,904	51,449
C. M. Cuddy	19,213	24,254	35,570
G. A. Morris	19,213	26,285	35,570
J. D. Taets	24,016	33,453	35,570

(3) Based on the closing market price of a share of our common stock on the New York Stock Exchange on December 31, 2018, which was \$40.97.

(4) The PSUs reported in this column represent 2017 and 2018 PSU awards that each will vest at the end of the three-year performance period. The number of PSUs that the executive officer will receive is dependent upon the achievement of certain financial metrics approved by the Compensation/Succession Committee measuring relative TSR, Adjusted EBITDA, and Adjusted ROIC. The amount of PSU units shown is the target number of units that could be earned and paid out in shares. The company did not assign a threshold unit amount to the 2017 or 2018 PSU awards.

Name	Performance Stock Units:	
	Performance Period 1/1/17 to 12/31/19	Performance Period 1/1/18 to 12/31/20
J. R. Luciano	137,396	152,440
R. G. Young	46,904	51,449
C. M. Cuddy	24,254	35,570
G. A. Morris	26,285	35,570
J. D. Taets	33,453	35,570

OPTION EXERCISES AND STOCK VESTED DURING FISCAL YEAR 2018

The following table summarizes information regarding stock options exercised by the named executive officers during the fiscal year ended December 31, 2018 and restricted stock unit awards to the named executive officers that vested during that same period.

Name	OPTION AWARDS		STOCK AWARDS	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise \$(1)	Number of Shares Acquired On Vesting (#)	Value Realized on Vesting \$(2)
J. R. LUCIANO			71,864	2,981,637
R. G. YOUNG			47,531	1,972,061
C. M. CUDDY			21,996	1,016,681
G. A. MORRIS			20,383	949,757
J. D. TAETS	5,624	107,978	30,936	1,387,601

(1) Represents the difference between the market value of the shares acquired upon exercise (calculated using the sale price of the shares on the NYSE on the date preceding the exercise date) and the aggregate exercise price of the shares acquired.

(2) Represents the market value of the shares issued in settlement of RSU awards on the date the awards vested, calculated using the closing sale price reported on the NYSE on the trading date immediately prior to the vesting date.

Executive Compensation

Pension Benefits

PENSION BENEFITS

The following table summarizes information regarding the participation of each of the named executive officers in our defined benefit retirement plans as of the pension plan measurement date for the fiscal year ended December 31, 2018.

Name	Plan Name	Number of Years Credited Service (#)(1)	Present Value of Accumulated Benefit (\$)(2)	Payments During Last Fiscal Year (\$)
J. R. LUCIANO	ADM Retirement Plan	8	72,122	0
	ADM Supplemental Retirement Plan	8	231,831	0
R. G. YOUNG	ADM Retirement Plan	8	75,959	0
	ADM Supplemental Retirement Plan	8	152,159	0
C. M. CUDDY	ADM Retirement Plan	21	464,559	0
	ADM Supplemental Retirement Plan	21	553,141	0
G. A. MORRIS	ADM Retirement Plan	24	590,779	0
	ADM Supplemental Retirement Plan	24	855,200	0
J. D. TAETS	ADM Retirement Plan	31	986,482	0
	ADM Supplemental Retirement Plan	31	1,879,355	0

(1) The number of years of credited service was calculated as of the pension plan measurement date used for financial statement reporting purposes, which was December 31, 2018. For each of the named executive officers, the number of years of credited service is equal to the number of actual years of service with our company.

(2) The assumptions used to value pension liabilities as of December 31, 2018 were an interest rate of 4.44% for the ADM Retirement Plan and 4.27% for the ADM Supplemental Retirement Plan and mortality was determined under the RP2014 mortality table, with a white collar adjustment, projected generationally using scale MP-2018. Mr. Cuddy, Mr. Morris and Mr. Taets participate in the final average pay formula under the ADM Retirement Plan and the ADM Supplemental Retirement Plan, while Mr. Luciano and Mr. Young participate in the cash balance formula under those plans. The amounts reported for Mr. Luciano and Mr. Young are the present value of their respective projected normal retirement benefit under the Retirement and Supplemental Plans at December 31, 2018. The amounts reported are calculated by projecting the balance in the accounts forward to age 65 by applying a 3.34% interest rate, converting to a single-life annuity as of age 65, and then discounting back to December 31, 2018 using the assumptions specified above. The total account balance for Mr. Luciano at December 31, 2018 under the Retirement and Supplemental Plans was \$254,771 and the total account balance for Mr. Young at December 31, 2018 under the Retirement and Supplemental Plans was \$192,553, which are the amounts that would have been distributable if such individuals had terminated employment on that date.

QUALIFIED RETIREMENT PLAN

We sponsor the ADM Retirement Plan (the "Retirement Plan"), which is a qualified defined benefit plan under Section 401(a) of the Internal Revenue Code. The Retirement Plan covers eligible salaried employees of our company and its participating affiliates.

Effective January 1, 2009, the Retirement Plan was amended to provide benefits determined under a cash balance formula. The cash balance formula applies to any participant entering or re-entering the plan on or after January 1, 2009 and to any participant who had less than five years of service prior to January 1, 2009. For a participant with an accrued benefit and five years of service or more prior to January 1, 2009, an account was established on January 1, 2009 with an opening balance equal to the present value of his or her accrued benefit determined under the final average pay formula. The accrued benefits of all other participants to whom the cash balance formula does not apply continue to be determined under the traditional final average pay formula. Messrs. Luciano and Young participate in the cash balance formula, while Messrs. Cuddy, Morris, and Taets participate in the final average pay formula.

A participant whose accrued benefit is determined under the cash balance formula has an individual hypothetical account established

under the Retirement Plan. Pay and interest credits are made on an annual basis to the participant's account. Pay credits are equal to a percentage of the participant's earnings for the year based on the sum of the participant's age and years of service at the end of the year under the schedule to the right.

AGE + SERVICE	PAY
Less than 40	2.00%
at least 40 but less than 50	2.25%
at least 50 but less than 60	2.50%
at least 60 but less than 70	3.00%
at least 70 but less than 80	3.50%
80 or more	4.00%

Interest credits are made at the end of the year and are calculated on the balance of the participant's account as of the first day of the plan year, using an interest rate based upon the yield on 30-year Treasury bonds, subject to a minimum annual interest rate of 1.95%. The participant's pension benefit will be the amount of the balance in the participant's account at the time that the pension becomes payable under the Retirement Plan. The pension payable to a participant

whose accrued benefit under the final average pay formula was converted to the cash balance formula at January 1, 2009, if paid in annuity form, will be increased to reflect any additional benefit which the participant would have received in that form under the traditional formula, but only with respect to the benefit accrued by the participant prior to January 1, 2009. A participant under the cash balance formula becomes vested in a benefit under the Retirement Plan after three years of service. There are no special early retirement benefits under the cash balance formula.

For a participant whose accrued benefit is determined under the final average pay formula, the formula calculates a life annuity payable at a normal retirement age of 65 based upon a participant's highest average earnings over 60 consecutive months during the last 15 years of employment. The final average pay formula provides a benefit of 36.0% of a participant's final average earnings, plus 16.5% of the participant's final average earnings in excess of Social Security "covered compensation." This benefit accrues ratably over 30 years of service. A participant accrues an additional benefit of 0.5% of final average earnings for years of service in excess of 30. Early retirement is available at age 55 with 10 years of service. The life annuity payable at early retirement is subsidized relative to the normal retirement benefit. The payment amount in life annuity form is 97% of the full benefit amount at age 64, and 50% at age 55, with adjustments between those two ages. All participants under the final average pay formula are vested in their benefits under the Retirement Plan, based on five years of service.

Earnings for purposes of the cash balance and the final average pay formulas generally include amounts reflected as pay on Form W-2, increased by 401(k) Plan pre-tax deferrals and elective "cafeteria plan" contributions, and decreased by bonuses, expense allowances/reimbursements, severance pay, income from stock option and restricted stock awards or cash payments in lieu thereof, merchandise or service discounts, amounts paid in a form other than cash, and other fringe benefits. Annual earnings are limited as required under Section 401(a)(17) of the Internal Revenue Code.

When a participant is eligible for a pension, the participant has a choice of a life annuity, a joint and 50% survivor annuity, a joint and 75% survivor annuity, or a joint and 100% survivor annuity. Each joint and survivor annuity form is the actuarial equivalent of the life annuity payable at the same age, with actuarial equivalence determined using the IRS prescribed mortality table under Section 417(e) of the Internal Revenue Code and an interest rate assumption of 6%. Cash balance participants may also elect a lump-sum payment option.

In December 2017, the Retirement Plan was amended to freeze final average pay formula benefit accruals as of December 31, 2021 for all active final average pay formula participants in the Retirement Plan on that date. Final average pay accrued benefits would be calculated as if the participant terminated employment on the earlier of their actual termination date or December 31, 2021. The final average pay benefit will not be converted to a cash balance benefit, but will remain subject to the final average pay benefit rules. As of January 1, 2022, all Retirement Plan participants will accrue future benefits under the cash balance formula, based on their age and total years of service.

SUPPLEMENTAL RETIREMENT PLAN

We also sponsor the ADM Supplemental Retirement Plan (the "Supplemental Plan"), which is a nonqualified deferred compensation plan under Section 409A of the Internal Revenue Code. The Supplemental Plan covers participants in the Retirement Plan whose benefit under such plan is limited by the benefit limits of Section 415 or the compensation limit of Section 401(a)(17) of the Internal Revenue Code. The Supplemental Plan also covers any employee whose Retirement Plan benefit is reduced by participation in the ADM Deferred Compensation Plan. Participation by those employees who otherwise qualify for coverage is at the discretion of the Board, the Compensation/Succession Committee or, in the case of employees other than executive officers, the Chief Executive Officer. The Supplemental Plan provides the additional benefit that would have been provided under the Retirement Plan but for the limits of Section 415 or 401(a)(17) of the Internal Revenue Code, and but for the fact that elective contributions made by the participant under the ADM Deferred Compensation Plan are not included in the compensation base for the Retirement Plan. A participant is not vested in a benefit under the Supplemental Plan unless and until the participant is vested in a benefit under the Retirement Plan, which requires three years of service for a cash balance formula participant and five years of service for a final average pay formula participant for vesting. A separate payment form election is required with respect to the Supplemental Plan benefit from among the same options available under the Retirement Plan, subject to the limitations of Section 409A of the Internal Revenue Code.

NONQUALIFIED DEFERRED COMPENSATION

The following table summarizes information with respect to the participation of the named executive officers in the ADM Deferred Compensation Plan for Selected Management Employees I and II, which are non-qualified deferred compensation plans, for the fiscal year ended December 31, 2018.

Name	Executive Contributions in Last Fiscal Year (\$) (1)	Aggregate Earnings in Last Fiscal Year (\$) (2)	Aggregate Withdrawals/ Distributions in Last Fiscal Year (\$)	Aggregate Balance at 12/31/18 (\$) (3)
J. R. LUCIANO	0	0	0	0
R. G. YOUNG	0	0	0	0
C. M. CUDDY	0	0	0	0
G. A. MORRIS	0	0	0	0
J. D. TAETS	35,000	(15,639)	117,129	379,373

(1) The amount reported in this column is reported as "Salary" in the Summary Compensation Table for the fiscal year ended December 31, 2018.

(2) The amount reported in this column was not reported in the Summary Compensation Table as part of Mr. Taets' compensation for the fiscal year ended December 31, 2018 because the earnings were negative.

(3) Of the amount shown in this column, \$674,977 was previously reported as compensation to Mr. Taets in the Summary Compensation Table in previous years, not all of which is reflected in this column due in part to the distribution to Mr. Taets of \$369,697 during 2017 and \$117,129 during 2018.

We sponsor two nonqualified deferred compensation plans — the ADM Deferred Compensation Plan for Selected Management Employees I and II (referred to as "Deferred Comp Plan I" and "Deferred Comp Plan II", respectively). Deferred Comp Plan I was frozen as to new participants and new deferrals effective January 1, 2005, and is maintained as a separate "grandfathered" plan under Section 409A of the Internal Revenue Code. Deferred Comp Plan II is structured to comply with Section 409A. Deferred Comp Plan II covers salaried employees of our company and its affiliates whose annualized base salary is \$175,000 or more. Participation by those employees who otherwise qualify for coverage is at the discretion of the Board, the Compensation/Succession Committee or, in the case of employees other than executive officers, the Chief Executive Officer.

A participant in Deferred Comp Plan II can defer up to 75% of his or her base salary and up to 100% of his or her bonus. Earnings credits are added based upon hypothetical investment elections made by participants. A participant can elect each year when to be paid the base salary or bonus amounts deferred for that year, by electing to be paid upon a specified future date prior to separation from service or following retirement, in the form of a lump sum or in installments over a period of two to twenty years. If a participant separates from service prior to the elected payment date (or prior to qualifying for retirement), the payment will be made in a lump sum after separation from service, subject to the six month "specified employee" payment delay required by Section 409A. Withdrawals are allowed upon a showing of "hardship" by the participant in accordance with Section 409A. Small account balances of \$10,000 or less are paid in a lump sum only.

Deferred Comp Plan II provides for "make-whole" company credits to the extent that a participant's election to defer under the Deferred Comp Plan II causes a loss of company contributions under the 401(k) and ESOP. No "make-whole" company credits were made on behalf of the named executive officers for fiscal year 2018.

A participant with an account balance remaining under Deferred Comp Plan I continues to receive earnings credits on such account based upon hypothetical investment elections made by the participant. A participant can establish up to two "scheduled distribution accounts" that are payable upon dates specified by the participant in either a lump sum or installments over a period of two to four years. A participant also can take unscheduled withdrawals of up to 25% of the balance of his or her accounts, subject to a withdrawal penalty of 10% of the withdrawn amount. Only one such unscheduled withdrawal is allowed in any year. Withdrawals also are allowed upon a showing of "hardship" by the participant. A participant's account under Deferred Comp Plan I is paid following termination of employment. Payment following termination of employment is in a lump sum, except that a participant can elect to have installments paid over a period of two to 20 years if termination of employment occurs after retirement eligibility or due to disability.

Deferred Comp Plan I balances are fully-vested. A participant becomes vested in his or her company credits to Deferred Comp Plan II after two years of service. Unpaid amounts at death are paid to designated beneficiaries.

The hypothetical investment options available under Deferred Comp Plans I and II are determined by us and correspond with the investment options (other than our company's common stock) that are made available to participants in the qualified 401(k) and ESOP. These investment options are listed below, and the plan earnings

credited to each participant's account in these plans correspond to the earnings performance of the investment selected. Participants in the Deferred Comp Plans I and II may reallocate the amount of new deferrals and existing account balances among these investment

options at any time. We do not set assets aside for the benefit of plan participants, but the Deferred Comp Plans I and II provide for full funding of all benefits upon a change-in-control or potential change-in-control, as defined in the plans.

In fiscal year 2018, the investment options available under Deferred Comp Plans I and II and their respective notional rates of return were as follows:

Deemed Investment Option	Fiscal Year 2018 Cumulative Return (1/1/18 to 12/31/18)
Dodge & Cox Stock	-7.07%
Aristotle Small Cap Equity Collective Trust Class B	-12.21%
PIMCO Total Return — Instl Class	-0.26%
T. Rowe Price Institutional Mid-Cap Equity Growth	-2.23%
T. Rowe Price Institutional Large-Cap Growth	4.32%
Vanguard Wellington — Admiral Shares	-3.35%
Vanguard International Growth — Admiral Shares	-12.58%
Vanguard Institutional 500 Index Trust	N/A
Vanguard Target Retirement 2015 Trust I	-2.94%
Vanguard Target Retirement 2020 Trust I	-4.18%
Vanguard Target Retirement 2025 Trust I	-5.06%
Vanguard Target Retirement 2030 Trust I	-5.77%
Vanguard Target Retirement 2035 Trust I	-6.52%
Vanguard Target Retirement 2040 Trust I	-7.27%
Vanguard Target Retirement 2045 Trust I	-7.86%
Vanguard Target Retirement 2050 Trust I	-7.82%
Vanguard Target Retirement 2055 Trust I	-7.83%
Vanguard Target Retirement 2060 Trust I	-7.81%
Vanguard Target Retirement 2065 Trust I	-7.69%
Vanguard Target Retirement Income Trust I	-1.99%

TERMINATION OF EMPLOYMENT AND CHANGE-IN-CONTROL ARRANGEMENTS

We have entered into certain agreements and maintain certain plans that will require us to provide compensation to our named executive officers in the event of a termination of employment or a change in control of our company. See the tabular disclosure and narrative description under the "Pension Benefits" and "Nonqualified Deferred Compensation" sections above for detail regarding payments that would result from a termination of employment or change-in-control of our company under our pension and non-qualified deferred compensation plans.

Under the terms of our stock option agreements, vesting and exercisability accelerate upon the death of the recipient or change in control of our company, and continue in accordance with the original

vesting schedule if employment ends as a result of disability or retirement. If employment ends for reasons other than death, disability, retirement, or cause, a recipient forfeits any interest in the unvested portion of any option but retains the right to exercise the previously vested portion of any option for a period of three months. In addition, if an award recipient's employment is terminated for cause, or if the recipient breaches a non-competition or confidentiality restriction or participates in an activity deemed by us to be detrimental to our company, the recipient's right to exercise any unexercised options will terminate, the recipient's right to receive option shares will terminate, and any shares already issued upon exercise of the option must be returned to us in exchange for the lesser of the shares' then-current fair market value or the price paid for the shares, or the recipient must pay us cash in the amount of the gain realized by the recipient from the exercise of the option.

Executive Compensation

Termination of Employment and Change-in-Control Arrangements

Under the terms of our 2017 and 2018 RSU award agreements, vesting accelerates upon a change in control of the company only if the award recipient's employment is terminated without cause or if the award recipient resigns for good reason, in each case, within 24 months after the change in control, or if the surviving entity in the change-in-control transaction refuses to continue, assume, or replace the awards. Under the terms of our pre-2017 time-vested RSU award agreements, vesting accelerates upon a change in control of our company. Under all of our RSU award agreements, vesting accelerates upon death and continues in accordance with the original vesting schedule if employment ends as a result of disability or retirement. If employment ends for other reasons, the unvested portion of each award is forfeited. In addition, if an award recipient's employment is terminated for cause, or if the recipient breaches a non-competition or confidentiality restriction or participates in an activity deemed by us to be detrimental to our company, the recipient's unvested awards will be forfeited, and any award shares that have already been issued in settlement must be returned to us or the recipient must pay us the amount of the shares' fair market value as of the date the award vested.

Under the terms of our PSU award agreements, vesting accelerates upon the death of the award recipient or upon a change in control of our company only if the award recipient's employment is terminated without cause or if the award recipient resigns for good reason, in each case, within 24 months after the change in control, or if the surviving entity in the change-in-control transaction refuses to continue, assume, or replace the awards. In all such instances, the PSU awards will vest based on actual performance during the truncated performance period and on a pro rata basis based on a target number of units for the year following the truncated performance period. If employment ends as a result of disability or retirement, vesting will continue in accordance with the original vesting schedule. If employment ends for other reasons, the unvested portion of each award is forfeited. In addition, if an award recipient's employment is terminated for cause, or if the recipient breaches a non-competition or confidentiality restriction or participates in an activity deemed by us to be detrimental to our company, the recipient's unvested awards will be forfeited, and any award shares that have already been issued in settlement must be returned to us or the recipient must pay us the amount of the shares' fair market value as of the date the award vested.

The amount of compensation payable to each named executive officer in various termination and change-in-control scenarios is listed in the table below. These payments and benefits are provided under the terms of agreements involving equity compensation awards. Unless otherwise indicated, the amounts listed are calculated based on the assumption that the named executive officer's employment was terminated or that a change-in-control occurred on December 31, 2018.

Name		Voluntary Termination (\$)	Involuntary Termination without Cause (\$)	Termination for Cause (\$)	Death (\$)(1)	Disability (\$)	Change in Control (\$)(3)	Change in Control (Non-Assumption of Awards or Involuntary Termination Without Cause or Termination for Good Reason) (\$)(4)	Retirement (\$)
J. R. Luciano	Vesting of nonvested stock options	0	0	0	4,366,971	(2)	4,366,971	4,366,971	(5)
	Vesting of nonvested RSU awards	0	0	0	18,434,000	(2)	6,559,420	18,434,000	(5)
	Vesting of nonvested PSU awards	0	0	0	9,169,537	(2)	0	9,69,537	(5)
R. G. Young	Vesting of nonvested stock options	0	0	0	1,633,266	(2)	1,633,266	1,633,266	(5)
	Vesting of nonvested RSU awards	0	0	0	6,473,424	(2)	2,433,901	6,473,424	(5)
	Vesting of nonvested PSU awards	0	0	0	3,111,590	(2)	0	3,111,590	(5)
C. M. Cuddy	Vesting of nonvested stock options	0	0	0	522,242	(2)	522,242	522,242	(5)
	Vesting of nonvested RSU awards	0	0	0	3,238,146	(2)	787,157	3,238,146	(5)
	Vesting of nonvested PSU awards	0	0	0	1,892,650	(2)	0	1,892,650	(5)
G. A. Morris	Vesting of nonvested stock options	0	0	0	522,242	(2)	522,242	522,242	(5)
	Vesting of nonvested RSU awards	0	0	0	3,321,146	(2)	787,157	3,321,146	(5)
	Vesting of nonvested PSU awards	0	0	0	1,956,891	(2)	0	1,956,891	(5)
J. D. Taets	Vesting of nonvested stock options	0	0	0	657,136	(2)	657,136	657,136	(5)
	Vesting of nonvested RSU awards	0	0	0	3,811,808	(2)	983,936	3,811,808	(5)
	Vesting of nonvested PSU awards	0	0	0	2,210,700	(2)	0	2,210,700	(5)

(1) Pursuant to the terms of the stock option and RSU awards issued under the 2009 Incentive Compensation Plan, vesting and exercisability of these equity awards are accelerated in full upon death. The amount shown with respect to RSU awards was calculated by multiplying the number of units as to which accelerated vesting and settlement occurs by \$40.97, the closing sale price of a share of our common stock on the NYSE on December 31, 2018. The amounts shown with respect to stock options were calculated with respect to options that were "in the money" as of December 31, 2018 and were determined by multiplying the number of shares subject to each option as to which accelerated vesting occurs by the difference between \$40.97, the closing sale price of a share of our common stock on the NYSE on December 31, 2018, and the exercise price of the applicable stock option.

Pursuant to the terms of the PSU awards issued under the 2009 Incentive Compensation Plan, vesting of the PSU awards will accelerate upon death in an amount equal to the sum of (i) the number of units deemed to have been earned and entitled to vest during the truncated performance period based on the company's actual performance and

(ii) the target number of units multiplied by a fraction whose numerator is the number of fiscal years not included in the original performance period that were not included in the truncated performance period and whose denominator is three. The amount shown with respect to PSU awards, assuming that the Relative TSR as well as the levels of both Adjusted ROIC and Adjusted EBITDA achieved for applicable portion of the performance period equate to a 100% payout of the total number of target shares, was calculated (1) with respect to the 2018 PSUs, by (i) deeming 33% of the target number of shares earned and entitled to vest and (ii) multiplying the target number of shares by 66% of the remaining target share amount and finally (iii) multiplying the sum of (i) and (ii) by \$40.97, and (2) with respect to the 2017 PSUs, by (i) deeming 66% of the target number of shares earned and entitled to vest and (ii) multiplying the target number of shares by 33% of the remaining target share amount and finally (iii) multiplying the sum of (i) and (ii) by \$40.97.

(2) Pursuant to the terms of the stock option, RSU award and PSU award agreements issued under the 2009 Incentive Compensation Plan, vesting of these equity awards

Executive Compensation

CEO Pay Ratio

generally continues on the same schedule after retirement or termination of employment due to disability.

(3) Pursuant to the terms of the stock option and RSU awards issued prior to 2017 under the 2009 Incentive Compensation Plan, vesting and exercisability of these equity awards are accelerated in full upon a change in control. However, beginning in 2017, the company made the RSU awards as well as the PSU awards subject to a double trigger vesting and payout mechanism upon a change in control, meaning that only if (i) within 24 months after the change in control, one of our executive officer's employment is terminated without cause or he or she resigns for good reason or (ii) the surviving entity in the change of control does not continue, assume, or replace the awards, the RSU awards will accelerate in full and the PSU awards will accelerate on a pro rata basis as described in footnote 1 above. Therefore, this column excludes the 2017 RSU and PSU awards as well as the 2018 RSU and PSU awards and only includes unvested 2016 RSU awards. The amounts shown with respect to 2016 RSU awards were calculated by multiplying the number of units as to which accelerated vesting and settlement occurs by \$40.97, the closing sale price of a share of our common stock on the NYSE on December 31, 2018. The amounts shown with respect to stock options were calculated with respect to options that were "in the money" as of December 31, 2018 and were determined by multiplying the number of shares subject to each option as to which accelerated vesting occurs by the difference between \$40.97, the closing sale price of a share of our common stock on the NYSE on December 31, 2018, and the exercise price of the applicable stock option.

(4) Pursuant to the terms of the stock option and RSU awards issued prior to 2017 under the 2009 Incentive Compensation Plan, vesting and exercisability of these equity awards are accelerated in full upon a change in control. However, beginning in 2017, the company made the RSU awards as well as the PSU awards subject to a double trigger vesting and payout mechanism upon a change in control, meaning that only if (i) within 24 months after the change in control, one of our executive officer's employment is terminated without cause or he or she resigns for good reason or (ii) the surviving entity in the change of control does not continue, assume, or replace the awards, the RSU awards will accelerate in full and the PSU awards will accelerate on a pro rata basis as described in footnote 1 above. Therefore, this column includes (i) all unexercisable options, (ii) all unvested RSU awards, and (iii) a portion of the unvested PSU awards (calculated in the manner set forth in footnote 1). The amounts shown with respect to stock options were calculated with respect to options that were "in the money" as of December 31, 2018 and were determined by multiplying the number of shares subject to each option as to which accelerated vesting occurs by the difference between \$40.97, the closing sale price of a share of our common stock on the NYSE on December 31, 2018, and the exercise price of the applicable stock option. The amounts shown with respect to RSU and PSU awards was calculated by multiplying the number of units as to which accelerated vesting and settlement occurs by \$40.97, the closing sale price of a share of our common stock on the NYSE on December 31, 2018.

(5) Because this named executive officer is not yet eligible for retirement under the terms of the ADM Retirement Plan, no current termination of employment would be considered "retirement" under any of the applicable equity-based compensation plans.

CEO PAY RATIO

For our fiscal year 2018 pay ratio analysis, we determined that we could use the same median employee that we identified last year, as permitted by SEC rules. There has been no change in either our employee population or our employee compensation arrangements that we believe would significantly impact our fiscal year 2018 pay ratio disclosure. Similarly, there has been no change in our median employee's circumstances that we reasonably believe would result in a significant change to our fiscal year 2018 pay ratio disclosure.

Our median employee's annual total compensation for fiscal year 2018 was \$51,087. The annual total compensation of our Chairman and CEO for fiscal year 2018 was \$19,657,304. The ratio between the Chairman and CEO's annual total compensation to the annual total compensation of our median employee is 385:1.

With respect to our median employee, we identified and calculated the elements of the employee's annual total compensation for 2018 in accordance with the requirements of Item 402(c)(2)(x) of Regulation S-K and also included \$6,034 as the estimated value of the median employee's 2018 employer-paid health care and basic life and short-term disability insurance premiums. With respect to the annual total compensation of our Chairman and CEO, we used the amount reported in the Summary Compensation Table and also included \$19,770 as the estimated value of our Chairman and CEO's 2018 employer-paid health care and basic life and short-term disability insurance premiums.

Director Compensation

Director Compensation for Fiscal Years 2018 and 2019

For fiscal year 2018, our standard compensation for non-employee directors consists of an annual retainer in the amount of \$300,000. With respect to the \$300,000 annual retainer, \$175,000 must be paid in stock units pursuant to our Stock Unit Plan for Non-Employee Directors. The remaining portion of the annual retainer may be paid in cash, stock units, or a combination of both, at the election of each non-employee director. Each stock unit is deemed for valuation and bookkeeping purposes to be the equivalent of a share of our common stock. In addition to the annual retainer, our Lead Director received a stipend in the amount of \$30,000, the chairman of the Audit Committee received a stipend in the amount of \$25,000, the chairman of the Compensation/Succession Committee received a stipend in the amount of \$20,000, and the chairman of the Nominating/Corporate Governance Committee received a stipend in the amount of \$15,000. All such stipends are paid in cash. We do not pay fees for attendance at board and committee meetings. Directors are reimbursed for out-of-pocket traveling expenses incurred in attending board and committee meetings. Directors may also be provided with certain perquisites from time to time.

Stock units are credited to the account of each non-employee director on a quarterly basis in an amount determined by dividing the quarterly amount of the retainer to be paid in stock units by the fair market value of a share of our common stock on the last business day of that quarter, and are fully-vested at all times. As of any date on which cash dividends are paid on our common stock, each director's stock unit account is also credited with stock units in an amount determined by dividing the dollar value of the dividends that would have been paid on the stock units in that director's account had those units been actual shares by the fair market value of a share of our stock on the dividend payment date. For purposes of this plan, the "fair market value" of a share of our common stock on any date is the average of the high and low reported sales prices for our stock on the NYSE on that date. Each stock unit is paid out in cash on the first business day following the earlier of (i) five years after the end of the calendar year that includes the quarter for which that stock unit was credited to the director's account, and (ii) when the director ceases to be a member of the Board. The amount to be paid will equal the number of stock units credited to a director's account multiplied by the fair market value of a share of our stock on the payout date. A director may elect to defer the receipt of these payments in accordance with the plan.

We currently contemplate that the director compensation for fiscal 2019 will remain the same as fiscal 2018.

The following table summarizes compensation provided to each non-employee director for services provided during fiscal year 2018.

Name	Fees Earned or Paid in Cash (\$)(1)	Stock Awards (\$)(2)	All Other Compensation (\$)(3)	Total (\$)
A. L. BOECKMANN	—	300,000	—	300,000
M. S. BURKE(4)	82,074	114,904	—	196,978
T. K. CREWS	150,000	175,000	—	325,000
P. DUFOUR	125,000	175,000	—	300,000
D. E. FELSINGER	30,000	300,000	5,000	335,000
S. F. HARRISON	125,000	175,000	—	300,000
P. J. MOORE	140,000	175,000	—	315,000
F. J. SANCHEZ	125,000	175,000	—	300,000
D. A. SANDLER	125,000	175,000	—	300,000
D. T. SHIH	125,000	175,000	—	300,000
K. R. WESTBROOK	145,000	175,000	4,000	324,000

Director Compensation

Director Stock Ownership Guidelines

(1) As described above, \$175,000 of the annual retainer of \$300,000 is paid in stock units, which are reported in the “Stock Awards” column. In addition, our directors may elect to receive the remaining portion of the annual retainer in the form of cash, stock units, or a combination of both. For fiscal year 2018, Mr. Boeckmann elected to receive his entire annual retainer in the form of stock units.

(2) The amounts set forth in this column represent the grant date fair value of stock unit grants to each of the listed directors computed in accordance with the provisions of FASB ASC Topic 718. Each of the listed directors is a non-employee director and the fair value of services provided by each director has been used to calculate the number of stock units credited to each director by dividing the quarterly fair value of the services provided by the fair market value of a share of our company’s common stock on the last business day of the quarter. For purposes of this plan, the “fair market value” of a share of our common stock on any date is the average of the high and low reported sales prices for our stock on the NYSE on that date. The fair value of services provided by each of the directors has been determined to be \$75,000 per quarter. The aggregate number of stock units credited to the account of each non-employee director as of December 31, 2018 (including mandatory stock unit grants, voluntary elections to receive stock units, and the deemed reinvestment of dividends) was as follows:

<u>Name</u>	<u>Number of Stock Units at 12/31/18</u>
A. L. Boeckmann	43,620
M. S. Burke	1,486
T. K. Crews	28,307
P. Dufour	24,175
D. E. Felsing	55,175
S. F. Harrison	5,350
P. J. Moore	56,722
F. J. Sanchez	16,582
D. A. Sandler	8,980
D. T. Shih	22,512
K. R. Westbrook	49,647

(3) Consists of charitable gifts pursuant to the company’s matching charitable gift program which is available to substantially all employees and non-employee directors.

(4) Mr. Burke was elected to the Board of Directors at our 2018 Annual Meeting of Stockholders on May 3, 2018, and his annual non-employee director compensation was prorated to reflect his period of service during 2018.

Director Stock Ownership Guidelines

Our company has guidelines regarding ownership of shares of our common stock by our non-employee directors. These guidelines call for non-employee directors to own shares of common stock (including stock units issued pursuant to the Stock Unit Plan for Non-Employee Directors) over time with a fair market value of not less than five times the amount of the maximum cash portion of the annual retainer. Application of these guidelines will consider the time each director has served on the Board of Directors, as well as stock price fluctuations that may impact the achievement of the five times cash retainer ownership guidelines.

We prohibit non-employee directors from pledging company securities if they have not met stock ownership guidelines, and we require our non-employee directors to obtain approval from our General Counsel before pledging company securities.

Equity Compensation Plan Information; Related Transactions

EQUITY COMPENSATION PLAN INFORMATION AT DECEMBER 31, 2018

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants, and Rights(a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights(b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))(c)
Equity Compensation Plans Approved by Security Holders	15,182,635(1)	\$34.33(2)	10,237,460(3)
Equity Compensation Plans Not Approved by Security Holders	—	—	—
Total	15,182,635(1)	\$34.33(2)	10,237,460(3)

(1) Consists of 221,817 shares to be issued upon exercise of outstanding options pursuant to our 2002 Incentive Compensation Plan, and 4,888,800 shares to be issued upon vesting of outstanding restricted stock units, 1,235,933* shares to be issued upon vesting of outstanding performance units, and 8,836,085 shares to be issued upon exercise of outstanding options pursuant to our 2009 Incentive Compensation Plan, all as of December 31, 2018.

(2) Weighted-average exercise price for outstanding stock options under our 2002 Incentive Compensation Plan and 2009 Incentive Compensation Plan. See footnote 1 above with respect to restricted stock units and performance share units granted under our 2009 Incentive Compensation Plan. The weighted-average exercise price does not take these awards into account.

(3) Consists of 6,257,747 shares available for issuance pursuant to our 2009 Incentive Compensation Plan and 3,979,713 shares available for future issuance under the ADM Employee Stock Purchase Plan as of December 31, 2018. Benefits which may be granted under the 2009 Incentive Compensation Plan are options, stock appreciation rights, restricted stock, restricted stock units, performance shares, performance units, and cash-based awards. The ADM Employee Stock Purchase Plan authorizes the issuance of up to 4,000,000 shares; the number of shares remaining available for issuance under the ADM Employee Stock Purchase Plan includes 20,287 shares issuable as a result of the purchase period ending December 31, 2018, though these 20,287 shares were not issued out of treasury until January 2019.

*Based on Target Share Amounts for PSUs. Number of PSUs issued would be 2,471,866 under the maximum payout conditions.

As of March 22, 2019, our company does not have any equity compensation plans that have not been approved by our stockholders.

REVIEW AND APPROVAL OF CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Various policies and procedures of our company, including our Code of Conduct, our bylaws, the charter of the Nominating/Corporate Governance Committee, and annual questionnaires completed by all of our directors and executive officers, require the directors and executive officers to disclose and otherwise identify to the company the transactions or relationships that may constitute conflicts of interest or otherwise require disclosure under applicable SEC rules as “related person transactions” between our company or its subsidiaries and related persons. For these purposes, a related person is a director, executive officer, nominee for director, or 5% stockholder of the company since the beginning of the last fiscal year and their immediate family members.

Although the company’s processes vary with the particular transaction or relationship, in accordance with our Code of Conduct, directors, executive officers, and other company employees are directed to inform appropriate supervisory personnel as to the existence or potential existence of such a transaction or relationship. To the extent a related person is involved in the relationship or has a material interest in the transaction, the company’s practice, although not part of a written policy, is to refer consideration of the matter to the Board or the Audit Committee. The transaction or relationship will be evaluated by the Board or the Audit Committee, which will approve or ratify it if it is determined that the transaction or relationship is fair and in the best interests of the company. Generally, transactions and series of related transactions of less than \$120,000 are approved or ratified by appropriate company supervisory personnel and are not approved or ratified by the Board or a committee thereof.

Equity Compensation Plan Information; Related Transactions

Certain Relationships and Related Transactions

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

During the fiscal year ended December 31, 2018, the brother of C. Cuddy, one of our executive officers, was employed by our company as a vice president of our Golden Peanut and Tree Nut business. Such relationship was considered by the Audit Committee and found to be fair and in the best interests of our company.

Report of the Audit Committee

Report of the Audit Committee

The Audit Committee provides assistance to the Board of Directors in fulfilling its oversight responsibility to the stockholders relating to the Company's (i) financial statements and the financial reporting process, (ii) preparation of the financial reports and other financial information provided by the Company to any governmental or regulatory body, (iii) systems of internal accounting and financial controls, (iv) internal audit functions, (v) annual independent audit of the Company's financial statements, (vi) major risk exposures, (vii) legal compliance and ethics programs as established by management and the Board, (viii) related-party transactions, and (ix) performance of the compliance function.

The Audit Committee assures that the corporate information gathering, analysis and reporting systems developed by management represent a good faith attempt to provide senior management and the Board of Directors with information regarding material acts, events, and conditions within the Company. In addition, the Audit Committee is directly responsible for the appointment, compensation, retention and oversight of the independent auditor. The Audit Committee ensures that the Company establishes, resources, and maintains a professional internal auditing function and that there are no unjustified restrictions or limitations imposed on such function. The Audit Committee reviews the effectiveness of the internal audit function and reviews and approves the actions relating to the Company's General Auditor, including performance appraisals and related base and incentive compensation. The Audit Committee is comprised of five independent directors, all of whom are financially literate and one of whom (T. K. Crews, the Chairman) has been determined by the Board of Directors to be an "audit committee financial expert" as defined by the Securities and Exchange Commission ("SEC").

Management has the primary responsibility for the financial statements and the reporting process, including the systems of internal controls. In fulfilling its oversight responsibilities, the Audit Committee reviewed and discussed the audited financial statements in the annual report with management, including a discussion of the quality — not just the acceptability — of the accounting principles, the reasonableness of significant judgments, the development and selection of the critical accounting estimates, and the clarity of disclosures in the financial statements. Also, the Audit Committee discussed with management education regarding compliance with the policies and procedures of the Company as well as federal and state laws.

The Audit Committee reviewed and discussed with the independent auditor, who is responsible for expressing an opinion on the conformity of those audited financial statements with generally accepted accounting principles, the effectiveness of the Company's internal control over financial reporting, and the matters required to be discussed by the applicable Public Company Accounting Oversight Board ("PCAOB") standards including their judgment as to the quality — not just the acceptability — of the Company's accounting principles, the reasonableness of significant judgments and the clarity of disclosures in the financial statements. In addition, the Audit Committee received the written disclosures and the letter from the independent auditor required by applicable requirements of the PCAOB regarding the independent auditor's communications with the Audit Committee concerning independence and has discussed with the independent auditor the auditor's independence from management and the Company. The Audit Committee has adopted an Audit and Non-Audit Services Pre-Approval Policy and considered the compatibility of non-audit services with the independent auditor's independence. The Audit Committee recommended to the Board of Directors (and the Board of Directors approved) a hiring policy related to current and former employees of the independent auditor.

The Committee discussed the Company's major risk exposures, the steps management has taken to monitor and control such exposures, and guidelines and policies to govern the Company's risk assessment and risk management processes.

The meetings of the Audit Committee are designed to facilitate and encourage communication among the Audit Committee, the Company, the Company's internal audit function and the Company's independent auditor. The Audit Committee discussed with the internal and independent auditors the overall scope and plans for their respective audits. The Audit Committee met with the internal and independent auditors, with and without management present, to discuss the results of their examinations, their evaluations of the accounting and financial controls, and the overall quality of the Company's financial reporting. The Audit Committee met individually with members of management in executive session. The Audit Committee held nine meetings during fiscal year 2018.

Report of the Audit Committee

Report of the Audit Committee

The Audit Committee recognizes the importance of maintaining the independence of the Company's independent auditor, both in fact and appearance. Each year, the Audit Committee evaluates the qualifications, performance, tenure and independence of the Company's independent auditor and determines whether to re-engage the current independent auditor. In doing so, the Audit Committee considers the quality and efficiency of the services provided by the auditors, the auditors' global capabilities and the auditors' technical expertise and knowledge of the Company's operations and industry. Based on this evaluation, the Audit Committee has appointed Ernst & Young LLP as independent auditor for the fiscal year ending December 31, 2019. The members of the Audit Committee and the Board believe that, due to Ernst & Young LLP's knowledge of the Company and of the industries in which the Company operates, it is in the best interests of the Company and its stockholders to continue retention of Ernst & Young LLP to serve as the Company's independent auditor. Although the Audit Committee has the sole authority to appoint the independent auditors, the Board is submitting the selection of Ernst & Young LLP to our stockholders for ratification as a matter of good corporate practice.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors (and the Board of Directors approved) that the audited financial statements be included in the Annual Report on Form 10-K for the year ended December 31, 2018 for filing with the SEC.

T. K. Crews, Chairman

P. Dufour

P. J. Moore

F. J. Sanchez

D. A. Sandler

Proposal No. 2

Proposal No. 2 — Ratification of Appointment of Independent Registered Public Accounting Firm

The Audit Committee is directly responsible for the appointment, compensation, retention, and oversight of the independent registered public accounting firm retained to audit the company's financial statements. The Audit Committee has appointed Ernst & Young LLP as our company's independent registered public accounting firm for the fiscal year ending December 31, 2019. Ernst & Young LLP, or its predecessor firms, has served as our independent registered public accounting firm for more than 85 years.

The Audit Committee is responsible for the audit fee negotiations associated with our company's retention of Ernst & Young LLP. In order to assure continuing auditor independence, the Audit Committee periodically considers whether there should be regular rotation of the independent registered public accounting firm. In conjunction with the required rotation of Ernst & Young LLP's lead engagement partner, the Audit Committee and its Chairman are directly involved in the selection of Ernst & Young LLP's new lead engagement partner.

We are asking our stockholders to ratify the selection of Ernst & Young LLP as our independent registered public accounting firm. Although ratification is not required by our bylaws or otherwise, the Board is submitting the selection of Ernst & Young LLP to our stockholders as a matter of good corporate practice. The members of the Audit Committee, and the Board of Directors, believe that the continued retention of Ernst & Young LLP to serve as the company's independent registered public accounting firm is in the best interests of our company and its stockholders. Representatives of Ernst & Young LLP will attend the annual meeting, will have the opportunity to make a statement if they desire to do so, and will be available to respond to appropriate questions.

The Board of Directors recommends a vote FOR ratification of the appointment of Ernst & Young LLP as our company's independent registered public accounting firm for the fiscal year ending December 31, 2019. Proxies solicited by the Board will be so voted unless stockholders specify a different choice.

FEES PAID TO INDEPENDENT AUDITORS

The following table shows the aggregate fees paid to Ernst & Young LLP by us for the services it rendered during the fiscal years ended December 31, 2018, and December 31, 2017.

Description of Fees	2018	2017
Audit Fees(1)	\$16,512,000	\$15,568,000
Audit-Related Fees(2)	2,462,000	1,375,000
Tax Fees(3)	1,646,000	1,591,000
All Other Fees(4)	—	604,000
Total	\$20,620,000	\$19,138,000

(1) Includes fees for audit of annual financial statements, reviews of the related quarterly financial statements, audit of the effectiveness of our company's internal control over financial reporting, certain statutory audits, opening balance sheet procedures related to the acquisition of Neovia, a French-based global provider of value-added animal nutrition solutions, and SEC filings.

(2) Includes fees for accounting and reporting assistance for newly adopted accounting standards (Leases and Revenue Recognition), 1ADM business transformation program assessments, due diligence for mergers and acquisitions, and audit-related work in connection with employee benefit plans of our company.

(3) Includes fees related to tax planning advice and tax compliance.

(4) Includes fees for advisory services related to strategic initiatives.

AUDIT COMMITTEE PRE-APPROVAL POLICIES

The Audit Committee has adopted an Audit and Non-Audit Services Pre-Approval Policy. This policy provides that audit services engagement terms and fees, and any changes in such terms or fees, are subject to the specific pre-approval of the Audit Committee. The policy further provides that all other audit services, audit-related services, tax services, and permitted non-audit services are subject to pre-approval by the Audit Committee. All of the services Ernst & Young LLP performed for us during fiscal years 2018 and 2017 were pre-approved by the Audit Committee.

Proposal No. 3

Proposal No. 3 — Advisory Vote on Executive Compensation

Pursuant to Section 14A of the Exchange Act, the following proposal provides our stockholders with an opportunity to vote to approve, on an advisory basis, the compensation of our named executive officers, as disclosed in this proxy statement. In considering your vote, you may wish to review the “Compensation Discussion and Analysis” discussion herein, which provides details as to our compensation policies, procedures, and decisions regarding the named executive officers, as well as the Summary Compensation Table and other related compensation tables, notes, and narrative disclosures in this proxy statement. This vote is not intended to address any specific element of our executive compensation program, but rather the overall compensation program for our named executive officers.

The Compensation/Succession Committee, which is comprised entirely of independent directors, and the Board of Directors believe that the executive compensation policies, procedures, and decisions made with respect to our named executive officers are competitive, are based on our pay-for-performance philosophy, and are focused on achieving our company’s goals and enhancing stockholder value.

Accordingly, for the reasons discussed above and in the “Compensation Discussion and Analysis” section of this proxy statement, the Board asks our stockholders to vote FOR the adoption of the following resolution to be presented at the Annual Meeting of Stockholders in 2019:

RESOLVED, that the stockholders approve, on an advisory basis, the compensation of the Company’s named executive officers as disclosed in the Compensation Discussion and Analysis section, the compensation tables, and the related narrative disclosure in this Proxy Statement.

Although this advisory vote is not binding on the Board of Directors, the Board and the Compensation/Succession Committee will review and expect to take into account the outcome of the vote when considering future executive compensation decisions.

The Board of Directors recommends that you vote FOR the approval of the advisory resolution on the compensation of our company’s named executive officers, as disclosed in this proxy statement. Proxies solicited by the Board will be so voted unless stockholders specify a different choice.

Submission of Stockholder Proposals and Other Matters

Deadline for Submission of Stockholder Proposals

Proposals of stockholders, including nominations for director, intended to be presented at the next annual meeting and desired to be included in our proxy statement for that meeting must be received by the Secretary, Archer-Daniels-Midland Company, 77 West Wacker Drive, Suite 4600, Chicago, Illinois 60601, no later than November 23, 2019, and, in the case of nominations for director, no earlier than October 24, 2019, in order to be included in such proxy statement. These proposals and nominations must also meet all the relevant requirements of our bylaws in order to be included in our proxy statement. Generally, if written notice of any stockholder proposal intended to be presented at the next annual meeting, and not included in our proxy statement for that meeting, is not delivered to the Secretary at the above address between February 1, 2020 and March 2, 2020 (or, if the next annual meeting is called for a date that is not within the period from April 1, 2020 to May 31, 2020, if such notice is not so delivered by the close of business on the tenth day following the earlier of the date on which notice of the date of such annual meeting is mailed or public disclosure of the date of such annual meeting is made), or if such notice does not contain the information required by Section 1.4(c) of our bylaws, the chair of the annual meeting may declare that such stockholder proposal be disregarded.

STOCKHOLDERS WITH THE SAME ADDRESS

Individual stockholders sharing an address with one or more other stockholders may elect to “household” the mailing of the proxy statement and our annual report. This means that only one annual report and proxy statement will be sent to that address unless one or more stockholders at that address specifically elect to receive separate mailings. Stockholders who participate in householding will continue to receive separate proxy cards. Also, householding will not affect dividend check mailings. We will promptly send a separate annual report and proxy statement to a stockholder at a shared address on request. Stockholders with a shared address may also request us to send separate annual reports and proxy statements in the future, or to send a single copy in the future if we are currently sending multiple copies to the same address.

Requests related to householding should be made in writing and addressed to Investor Relations, Archer-Daniels-Midland Company, 4666 Faries Parkway, Decatur, Illinois 62526-5666, or by calling our Investor Relations at 217-424-5656. If you are a stockholder whose shares are held by a bank, broker, or other nominee, you can request information about householding from your bank, broker, or other nominee.

OTHER MATTERS

It is not contemplated or expected that any business other than that pertaining to the subjects referred to in this proxy statement will be brought up for action at the meeting, but in the event that other business does properly come before the meeting calling for a stockholders’ vote, the named proxies will vote thereon according to their best judgment in the interest of our company.

By Order of the Board of Directors

ARCHER-DANIELS-MIDLAND COMPANY



D. C. Findlay, Secretary

March 22, 2019

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Annex A

Definition and Reconciliation of Non-GAAP Measures

DEFINITION AND RECONCILIATION OF NON-GAAP MEASURES

We use Adjusted ROIC to mean “Adjusted ROIC Earnings” divided by “Adjusted Invested Capital”. Adjusted ROIC Earnings is the Company’s net earnings attributable to controlling interests adjusted for the after-tax effects of interest expense, changes in the LIFO reserve, and other specified items. Adjusted Invested Capital is the average of quarter-end amounts for the trailing four quarters, with each such quarter-end amount being equal to the sum of the Company’s equity (excluding noncontrolling interests), interest-bearing liabilities, the after-tax effect of the LIFO reserve, and other specified items. Management uses Adjusted ROIC to measure the Company’s performance by comparing Adjusted ROIC to the Company’s weighted average cost of capital, or WACC.

Adjusted EBITDA is defined as Earnings Before Interest, Taxes, Depreciation, and Amortization, adjusted for specified items. Adjusted EPS is defined as diluted Earnings Per Share (EPS) adjusted for the effects on reported diluted EPS of certain specified items. Management believes Adjusted EBITDA and Adjusted EPS are useful measures of the Company’s performance because they provide investors additional information about the Company’s operations allowing better evaluation of underlying business performance and better period-to-period comparability.

Adjusted economic value added (EVA) is the Company’s trailing four-quarter economic value added adjusted for LIFO and other specified items. The Company calculates economic value added by comparing ADM’s trailing four-quarter adjusted returns to its Annual WACC multiplied by adjusted invested capital. Adjusted EVA is a non-GAAP financial measure and is not intended to replace or be an alternative to GAAP financial measures.

Adjusted ROIC, Adjusted ROIC Earnings, Adjusted Invested Capital, Adjusted EBITDA, and Adjusted EPS are non-GAAP financial measures and are not intended to replace or be alternatives to GAAP financial measures. The following tables present reconciliations of Adjusted ROIC Earnings to net earnings attributable to controlling interests, the most directly comparable amount reported under GAAP; of Adjusted Invested Capital to Total Shareholders’ Equity, the most directly comparable amount reported under GAAP; of Adjusted EBITDA to earnings before income taxes, the most directly comparable amount reported under GAAP; of Adjusted EPS to diluted EPS, the most directly comparable amount reported under GAAP; and the calculations of Adjusted EVA and Adjusted ROIC for the period ended December 31, 2018.

ADJUSTED EVA(1) CALCULATION (TWELVE MONTHS ENDED DECEMBER 31, 2018)

Adjusted ROIC 8.3% less Annual WACC 6.25% x Adjusted Invested Capital \$27,163* = \$557*
--

ADJUSTED ROIC(1) CALCULATION (TWELVE MONTHS ENDED DECEMBER 31, 2018)

Adjusted ROIC Earnings \$2,259* ÷ Adjusted Invested Capital \$27,163* = 8.3%
--

Adjusted ROIC Earnings excluding biodiesel blender’s tax credit \$2,136* ÷ Adjusted Invested Capital excluding biodiesel blender’s tax credit \$27,163* = 7.9%
--

*in millions

Annex A

Definition and Reconciliation of Non-GAAP Measures

ADJUSTED ROIC EARNINGS(1) (IN MILLIONS)	Quarter Ended				Four Quarters Ended
	Mar 31, 2018	Jun 30, 2018	Sep 30, 2018	Dec 31, 2018	Dec 31, 2018
Net earnings attributable to ADM	\$393	\$566	\$536	\$315	\$1,810
Adjustments:					
Interest expense	91	89	87	97	364
LIFO	(8)	(13)	7	(4)	(18)
Specified items	2	31	(20)	241	254
Total adjustments	85	107	74	334	600
Tax on adjustments	(24)	(26)	(21)	(80)	(151)
Net adjustments	61	81	53	254	449
Total Adjusted ROIC Earnings	\$454	\$647	\$589	\$569	\$2,259
Biodiesel blender's tax credit	(123)	—	—	—	(123)
Total Adjusted ROIC Earnings excluding biodiesel blender's tax credit	\$331	\$647	\$589	\$569	\$2,136

ADJUSTED INVESTED CAPITAL(1) (IN MILLIONS)	Quarter Ended				Trailing Four-Quarter Average
	Mar 31, 2018	Jun 30, 2018	Sep 30, 2018	Dec 31, 2018	Dec 31, 2018
Shareholders' Equity(2)	\$18,732	\$18,710	\$18,987	\$18,981	\$18,853
+ Interest-bearing liabilities(3)	9,000	7,630	7,857	8,392	8,220
+ LIFO adjustment (net of tax)	49	39	44	41	43
+ Specified items	(2)	23	(18)	183	47
Total Adjusted Invested Capital	\$27,779	\$26,402	\$26,870	\$27,597	\$27,163

ADJUSTED EBITDA(1) (IN MILLIONS)	Twelve Months Ended Dec 31, 2018
Earnings before income taxes	\$2,060
Interest expense	364
Depreciation and amortization	941
EBITDA	3,365
Adjustments:	
LIFO credit	(18)
Gains on sales of assets and businesses	(13)
Asset impairment, restructuring, and settlement charges	292
Acquisition-related expenses	8
Adjusted EBITDA	\$3,634
Biodiesel blender's tax credit	(123)
Adjusted EBITDA excluding biodiesel blender's tax credit	\$3,511

ADJUSTED EPS(1)	Twelve Months Ended Dec 31, 2018
EPS (fully diluted) as reported	\$3.19
Adjustments:	
LIFO credit	(0.02)
Gains on sales of assets and businesses	(0.02)
Asset impairment, restructuring, and settlement charges	0.40
Acquisition-related expenses	0.01
Tax adjustments	(0.06)
Adjusted EPS	\$3.50

(1) Non-GAAP measure: The Company uses certain "Non-GAAP" financial measures as defined by the Securities and Exchange Commission. These are measures of performance not defined by accounting principles generally accepted in the United States, and should be considered in addition to, not in lieu of, GAAP reported measures.

- (a) Adjusted Return on Invested Capital (ROIC) is Adjusted ROIC Earnings divided by Adjusted Invested Capital. Adjusted ROIC Earnings is ADM's net earnings adjusted for the after-tax effects of interest expense, changes in the LIFO reserve, and other specified items. Adjusted ROIC Invested Capital is the sum of ADM's equity (excluding noncontrolling interests), interest-bearing liabilities, the after-tax effect of the LIFO reserve, and the after-tax effect of other specified items.
 - (b) Other specified items are comprised of charges related to the impairment of an equity investment and several individually insignificant asset impairments and restructuring charges of \$16 million (\$12 million, after tax; \$0.02 per share) and a provisional tax benefit adjustment of \$14 million (\$0.03 per share) related to the enactment of the Tax Cuts and Jobs Act for the quarter ended March 31, 2018; charges related to the impairment of a long-term financing receivable and several individually insignificant restructuring charges of \$24 million (\$16 million, after tax; \$0.03 per share) and a provisional tax expense adjustment of \$7 million (\$0.01 per share) related to the enactment of the Tax Cuts and Jobs Act and certain discrete items for the quarter ended June 30, 2018; gains of \$21 million (\$20 million, after tax; \$0.04 per share) related to the sale of a business and an equity investment, individually insignificant restructuring and settlement charges of \$2 million (\$2 million, after tax; \$0.00 per share), net gains of \$4 million (\$3 million, after tax; \$0.00 per share) related to net foreign exchange derivative contracts to economically hedge certain acquisitions, and a provisional tax expense adjustment of \$3 million (\$0.01 per share) related to the enactment of the Tax Cuts and Jobs Act for the quarter ended September 30, 2018; and losses of \$8 million (\$7 million, after tax; \$0.02 per share) primarily related to the sale of an asset and a business, charges of \$250 million (\$196 million, after tax; \$0.35 per share) related to pension settlement, impairment of a discontinued software project and certain long-lived assets, restructuring, and other settlement charges, net losses of \$12 million (\$9 million, after tax; \$0.01 per share) related to foreign currency derivative contracts to economically hedge certain acquisitions, and a provisional tax benefit adjustment of \$29 million (\$0.05 per share) related to the enactment of the Tax Cuts and Jobs Act and certain discrete items for the quarter ended December 31, 2018.
 - (c) Biodiesel blender's tax credit of \$123 million (\$123 million, after tax) is the amount of biodiesel blender's tax credit that the Company earned in 2017 but recorded in 2018 after the Bipartisan Budget Act of 2018 was passed by Congress and signed into law on February 9, 2018, retroactively extending the biodiesel blender's credit for 2017.
 - (d) Adjusted EVA is Adjusted ROIC less the Company's Annual WACC multiplied by Adjusted Invested Capital.
 - (e) Adjusted EBITDA is EBITDA adjusted for certain specified items as described above.
 - (f) Adjusted EPS is diluted EPS adjusted for certain specified items as described above.
- (2) Excludes noncontrolling interests.
- (3) Includes short-term debt, current maturities of long-term debt, capital lease obligations, and long-term debt.

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ARCHER DANIELS MIDLAND COMPANY

2018 Form 10-K

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549
FORM 10-K

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

OR

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

For the fiscal year ended December 31, 2018

Commission file number 1-44



ARCHER-DANIELS-MIDLAND COMPANY
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

41-0129150

(I. R. S. Employer
Identification No.)

**77 West Wacker Drive, Suite 4600
Chicago, Illinois**

(Address of principal executive offices)

60601

(Zip Code)

312-634-8100

(Registrant's telephone number, including area code)

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

Title of each class

Name of each exchange on which registered

Common Stock, no par value

New York Stock Exchange

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

None

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

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

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

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

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

Large Accelerated Filer

Accelerated Filer

Non-accelerated Filer

Smaller Reporting Company

Emerging Growth Company

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

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter.

Common Stock, no par value—\$25.5 billion
(Based on the closing sale price of Common Stock as reported on the New York Stock Exchange
as of June 29, 2018)

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

Common Stock, no par value—560,088,795 shares
(February 14, 2019)

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the proxy statement for the annual meeting of stockholders to be held May 2, 2019, are incorporated by reference into Part III of this Form 10-K.

SAFE HARBOR STATEMENT

This Form 10-K contains forward-looking information that is subject to certain risks and uncertainties that could cause actual results to differ materially from those projected, expressed, or implied by such forward-looking information. In some cases, you can identify forward-looking statements by our use of words such as "may", "will", "should", "anticipates", "believes", "expects", "plans", "future", "intends", "could", "estimate", "predict", "potential" or "contingent", the negative of these terms or other similar expressions. The Company's actual results could differ materially from those discussed or implied herein. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in this Form 10-K for the year ended December 31, 2018. Among these risks are legislative acts; changes in the prices of food, feed, and other commodities, including gasoline; and macroeconomic conditions in various parts of the world. To the extent permitted under applicable law, the Company assumes no obligation to update any forward-looking statements as a result of new information or future events.

Table of Contents

<u>Item No.</u>	<u>Description</u>	<u>Page No.</u>
<u>Part I</u>		
1.	<u>Business</u>	<u>4</u>
1A.	<u>Risk Factors</u>	<u>9</u>
1B.	<u>Unresolved Staff Comments</u>	<u>15</u>
2.	<u>Properties</u>	<u>15</u>
3.	<u>Legal Proceedings</u>	<u>22</u>
4.	<u>Mine Safety Disclosures</u>	<u>22</u>
<u>Part II</u>		
5.	<u>Market for Registrant’s Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities</u>	<u>23</u>
6.	<u>Selected Financial Data</u>	<u>25</u>
7.	<u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>27</u>
7A.	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	<u>49</u>
8.	<u>Financial Statements and Supplementary Data</u>	<u>51</u>
9.	<u>Changes in and Disagreements With Accountants on Accounting and Financial Disclosure</u>	<u>114</u>
9A.	<u>Controls and Procedures</u>	<u>114</u>
9B.	<u>Other Information</u>	<u>114</u>
<u>Part III</u>		
10.	<u>Directors, Executive Officers and Corporate Governance</u>	<u>115</u>
11.	<u>Executive Compensation</u>	<u>117</u>
12.	<u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	<u>117</u>
13.	<u>Certain Relationships and Related Transactions, and Director Independence</u>	<u>117</u>
14.	<u>Principal Accounting Fees and Services</u>	<u>117</u>
<u>Part IV</u>		
15.	<u>Exhibits and Financial Statement Schedules</u>	<u>118</u>
16.	<u>Form 10-K Summary</u>	<u>121</u>
	<u>Signatures</u>	<u>122</u>

PART I

Item 1. BUSINESS

Company Overview

Archer-Daniels-Midland Company (the Company) was incorporated in Delaware in 1923, successor to the Daniels Linseed Co. founded in 1902. The Company is one of the world's leading producers of food and beverage ingredients, and other products made from a variety of agricultural products. The Company's products include natural flavors and colors, health and nutrition products, vegetable oil, corn sweeteners, flour, animal feed, and biofuels. The Company has an extensive global grain elevator and transportation network to procure, store, clean, and transport agricultural commodities, such as oilseeds, corn, wheat, milo, oats, and barley, as well as products derived from those inputs. The Company has significant investments in joint ventures. The Company expects to benefit from these investments, which typically aim to expand or enhance the Company's market for its products or offer other benefits including, but not limited to, geographic or product line expansion.

The Company's vision is to be the most admired global agribusiness and nutrition company while creating value and growing responsibly. The Company's growth strategy is spread across its five key growth platforms: Taste, Nutrition, Animal Nutrition, Health and Wellness, and Carbohydrates. The Company desires to execute this vision and these strategies by conducting its business in accordance with its core values of operating with integrity, treating others with respect, achieving excellence, being resourceful, displaying teamwork, and being responsible.

As the world population grows, so does demand for quality foods, feed ingredients for livestock, alternative fuels, and environmentally friendly alternatives to traditional chemicals. As one of the world's leading agricultural and food ingredient processors, the Company plays a pivotal role in meeting all of these needs in sustainable ways. The Company produces the food ingredients, biofuels, and other products that manufacturers around the world use to provide wholesome food and a better life to millions of people around the globe.

Segment Descriptions

The Company's operations are organized, managed, and classified into four reportable business segments: Origination, Oilseeds, Carbohydrate Solutions, and Nutrition. Each of these segments is organized based upon the nature of products and services offered. The Company's remaining operations are not reportable business segments, as defined by the applicable accounting standard, and are classified as Other. Financial information with respect to the Company's reportable business segments is set forth in Note 17 of "Notes to Consolidated Financial Statements" included in Item 8 herein, "Financial Statements and Supplementary Data" (Item 8).

Effective January 1, 2018, the Company changed its segment reporting to reflect changes in its operating structure. The Company's new segments are Origination (formerly Agricultural Services), Oilseeds (formerly Oilseeds Processing), Carbohydrate Solutions (formerly Corn Processing), and Nutrition (formerly Wild Flavors and Specialty Ingredients). The European origination business previously reported in Oilseeds is now managed by leaders in Origination to better coordinate continental trading activities. Carbohydrate Solutions now includes the results of ADM Milling, which were previously reported in Origination. In addition, the Company also moved the segment reporting of its renewable chemicals business from Carbohydrate Solutions to Oilseeds effective July 1, 2018. Nutrition now includes the results of Animal Nutrition and certain product lines previously reported in Carbohydrate Solutions as well as certain product lines previously reported in Oilseeds.

Origination

The Origination segment utilizes its extensive global grain elevator and transportation networks and port operations to buy, store, clean, and transport agricultural commodities, such as oilseeds, corn, wheat, milo, oats, rice, and barley, and resells these commodities primarily as food and feed ingredients and as raw materials for the agricultural processing industry. The Origination segment also includes international agricultural commodities merchandising and handling activities managed through a global trade desk based in Rolle, Switzerland. The Origination segment's grain sourcing, handling, and transportation network provides reliable and efficient services to the Company's customers and agricultural processing operations. The Origination segment's transportation network capabilities include barge, ocean-going vessel, truck, rail, and container freight services. The Origination segment also includes the activities related to structured trade finance, the import and distribution of agricultural feed products, and the Company's share of the results of its Pacificor joint venture.

Item 1. BUSINESS (Continued)

The Company has a 32.2% interest in Pacificor (formerly Kalama Export Company LLC). Pacificor owns and operates a grain export elevator in Kalama, Washington and a grain export elevator in Portland, Oregon.

Oilseeds

The Oilseeds segment includes global activities related to the origination, merchandising, crushing, and further processing of oilseeds such as soybeans and soft seeds (cottonseed, sunflower seed, canola, rapeseed, and flaxseed) into vegetable oils and protein meals. Oilseeds products produced and marketed by the Company include ingredients for the food, feed, energy, and industrial products industries. Crude vegetable oils produced by the segment's crushing activities are sold "as is" or are further processed by refining, blending, bleaching, and deodorizing into salad oils. Salad oils are sold "as is" or are further processed by hydrogenating and/or interesterifying into margarine, shortening, and other food products. Partially refined oils are used to produce biodiesel and glycols or are sold to other manufacturers for use in chemicals, paints, and other industrial products. Oilseed protein meals are principally sold to third parties to be used as ingredients in commercial livestock and poultry feeds. In South America, the Oilseeds segment includes origination and merchandising activities as adjuncts to its oilseeds processing assets. These activities include a network of grain elevators, port facilities, and transportation assets used to buy, store, clean, and transport grains and oilseeds. The Oilseeds segment is a major supplier of peanuts, tree nuts, and peanut-derived ingredients to both the U.S. and export markets. In North America, cottonseed flour is produced and sold primarily to the pharmaceutical industry and cotton cellulose pulp is manufactured and sold to the chemical, paper, and other industrial markets. The Oilseeds segment also includes the Company's share of the results of its equity investment in Wilmar International Limited (Wilmar) and its share of the results of its Stratas Foods LLC, Edible Oils Limited, and Olenex Sarl (Olenex) joint ventures. In June 2018, the Company invested in SoyVen, a 50% joint venture with Cargill, to provide soybean meal and oil for customers in Egypt. In July 2018, the Company completed the sale of its oilseeds operations in Bolivia to Inversiones Piuranas S.A. In December 2018, the Company completed the acquisition of certain soybean origination, crushing, refining, and bottling assets from Brazil-based Algar Agro.

The Company has a 24.9% equity interest in Wilmar, a Singapore publicly listed company. Wilmar is a leading agribusiness group in Asia engaged in the businesses of oil palm cultivation, oilseeds crushing, edible oils refining, packaged oils and foods, sugar milling and refining, specialty fats, oleo chemicals, biodiesel and fertilizers manufacturing, and grains processing.

Stratas Foods LLC, a joint venture between the Company and ACH Jupiter, LLC, a subsidiary of Associated British Foods, procures, packages, and sells edible oils in North America. The Company has a 50% ownership interest in this joint venture.

The Company has a 50% interest in Edible Oils Limited, a joint venture between the Company and Princes Limited to procure, package, and sell edible oils in the United Kingdom. The Company also formed a joint venture with Princes Limited in Poland to procure, package, and sell edible oils in Poland, the Czech Republic, Slovakia, Hungary, and Austria.

Olenex Sarl (Olenex), a joint venture between the Company and Wilmar, produces and sells a comprehensive portfolio of edible oils and fats to customers around the globe. In addition, Olenex markets refined oils and fats from the Company's plants in the Czech Republic, Germany, the Netherlands, Poland, and the U.K. The Company has a 37.5% ownership interest in this joint venture.

The Company is a major supplier of agricultural commodity raw materials to Wilmar, Stratas Foods LLC, Edible Oils Limited, SoyVen, and Olenex.

Item 1. BUSINESS (Continued)

Carbohydrate Solutions

The Company's Carbohydrate Solutions segment is engaged in corn and wheat wet and dry milling and other activities. The Carbohydrate Solutions segment converts corn and wheat into sweeteners, corn and wheat starches, wheat flour, and bioproducts. Its products include ingredients used in the food and beverage industry including sweeteners, starch, syrup, glucose, flour, and dextrose. Dextrose and starch are used by the Carbohydrate Solutions segment as feedstocks for its bioproducts operations. By fermentation of dextrose, the Carbohydrate Solutions segment produces alcohol and other food and animal feed ingredients. Ethyl alcohol is produced by the Company for industrial use as ethanol or as beverage grade. Ethanol, in gasoline, increases octane and is used as an extender and oxygenate. Corn gluten feed and meal, as well as distillers' grains, are produced for use as animal feed ingredients. Corn germ, a by-product of the wet milling process, is further processed into vegetable oil and protein meal. Other Carbohydrate Solutions products include citric acids which are used in various food and industrial products. This segment also includes the Company's share of the results of its equity investments in Hungrana Ltd., Almidones Mexicanos S.A., and Red Star Yeast Company, LLC. In June 2018, the Company completed the acquisition of a 50% equity stake in the starches and sweeteners business of Russian-based Aston Foods and Food Ingredients.

Hungrana Ltd., in which the Company owns a 50% interest, operates a wet corn milling plant in Hungary.

Almidones Mexicanos S.A., in which the Company has a 50% interest, operates a wet corn milling plant in Mexico.

Red Star Yeast Company, LLC, a joint venture in which the Company has a 40% interest, produces and sells fresh and dry yeast in the United States and Canada.

Nutrition

The Nutrition segment engages in the manufacturing, sale, and distribution of specialty products including natural flavor ingredients, flavor systems, natural colors, proteins, emulsifiers, soluble fiber, polyols, hydrocolloids, natural health and nutrition products, and other specialty food and feed ingredients. The Nutrition segment includes the activities related to the procurement, processing, and distribution of edible beans. The Nutrition segment also includes activities related to the processing and distribution of formula feeds and animal health and nutrition products and the manufacture of contract and private label pet treats and foods. In August 2018, the Company completed the acquisition of Probiotics International Limited, a British-based provider of probiotic supplements for human, pet, and production-animal uses, and Rodelle Inc., a premium originator, processor and supplier of vanilla products. In January 2019, the Company completed the acquisition of Neovia, a French-based global provider of value-added animal nutrition solutions, with 72 production facilities and a presence in 25 countries.

Other

Other includes the Company's remaining operations, primarily its financial business units, related to futures commission and insurance activities.

ADM Investor Services, Inc., a wholly owned subsidiary of the Company, is a registered futures commission merchant and a clearing member of all principal commodities exchanges in the U.S. ADM Investor Services International, Limited, a member of several derivative and commodity exchanges and clearing houses in Europe, ADMIS Hong Kong Limited, and ADMIS Singapore Pte. Limited are wholly owned subsidiaries of the Company offering brokerage services in Europe and Asia.

Insurance activities include Agrinational Insurance Company (Agrinational) and its subsidiaries. Agrinational, a wholly owned subsidiary of the Company, provides insurance coverage for certain property, casualty, marine, credit, and other miscellaneous risks of the Company. Agrinational also participates in certain third-party reinsurance arrangements and retained a portion of the crop insurance risk written by ADM Crop Risk Services, a wholly owned subsidiary engaged in the selling and servicing of crop insurance policies to farmers, which was sold on May 1, 2017 to Validus Holdings, a global group of insurance and reinsurance companies.

Corporate

Compagnie Industrielle et Financiere des Produits Amylaces SA (Luxembourg) and affiliates (CIP), a joint venture in which the Company has a 43.7% interest, targets investments in food, feed ingredients, and bioproducts businesses.

Item 1. BUSINESS (Continued)

Methods of Distribution

The Company's products are distributed mainly in bulk from processing plants or storage facilities directly to customers' facilities. The Company has developed a comprehensive transportation capability to efficiently move both commodities and processed products virtually anywhere in the world. The Company owns or leases a significant portion of the trucks, trailers, railroad tank and hopper cars, river barges, towboats, and ocean-going vessels used to transport the Company's products to its customers.

Concentration of Revenues by Product

The following products accounted for 10% or more of revenues for the following periods:

	% of Revenues		
	Year Ended December 31		
	2018	2017	2016
Soybeans	16%	17%	17%
Soybean Meal	14%	13%	13%
Corn	12%	10%	10%

Status of New Products

The Company continues to expand the size and global reach of its business through the development of new products. Acquisitions, especially in the Nutrition segment, expand the Company's ability to serve customers' evolving needs through its offering of natural flavor and ingredient products. The Company does not expect any individual new product to have a significant impact on the Company's revenues in 2019.

Source and Availability of Raw Materials

A significant majority of the Company's raw materials are agricultural commodities. In addition, the Company sources specific fruits, vegetables, and nuts for extracts to make flavors and colors. In any single year, the availability and price of these commodities are subject to factors such as changes in weather conditions, plantings, government programs and policies, competition, changes in global demand, changes in standards of living, and global production of similar and competitive crops. The Company's raw materials are procured from thousands of growers, grain elevators, and wholesale merchants in North America, South America, EMEA, Asia, and Australia, pursuant primarily to short-term (less than one year) agreements or on a spot basis. The Company is not dependent upon any particular grower, elevator, or merchant as a source for its raw materials.

Patents, Trademarks, and Licenses

The Company owns patents, trademarks, and licenses with a net book value of \$269 million as of December 31, 2018. The Company does not consider any segment of its business to be dependent upon any single or group of patents, trademarks or licenses.

Seasonality, Working Capital Needs, and Significant Customers

Since the Company is widely diversified in global agribusiness markets, there are no material seasonal fluctuations in overall global processing volumes and the sale and distribution of its products and services. There is a degree of seasonality in the growing cycles, procurement, and transportation of the Company's principal raw materials: oilseeds, corn, wheat, and other grains.

The prices of agricultural commodities, which may fluctuate significantly and change quickly, directly affect the Company's working capital requirements. Because the Company has a higher portion of its operations in the northern hemisphere, principally North America and Europe, relative to the southern hemisphere, primarily South America, inventory levels typically peak after the northern hemisphere fall harvest and are generally lower during the northern hemisphere summer months. Working capital requirements have historically trended with inventory levels. No material part of the Company's business is dependent upon a single customer or very few customers. The Company has seasonal financing arrangements with farmers in certain countries around the world. Typically, advances on these financing arrangements occur during the planting season and are repaid at harvest.

Item 1. BUSINESS (Continued)

Competition

The Company has significant competition in the markets in which it operates based principally on price, foreign exchange rates, quality, global supply, and alternative products, some of which are made from different raw materials than those utilized by the Company. Given the commodity-based nature of many of its businesses, the Company, on an ongoing basis, focuses on managing unit costs and improving efficiency through technology improvements, productivity enhancements, and regular evaluation of the Company's asset portfolio.

Research and Development

Research and development expense during the year ended December 31, 2018, net of reimbursements of government grants, was \$141 million.

The Company's laboratories and technical centers around the world enhance its ability to interact with customers globally, not only to provide flavors, but also to support the sales of other food ingredients. The acquisition of Wild Flavors in October 2014 approximately doubled the number of scientists and technicians in research and development. Since that time, additional laboratories have been added, including food & beverages applications laboratories in Fort Collins, Colorado and Bergamo, Italy as well as expanded laboratories in Decatur, Illinois and Shanghai, China. In April 2018, the Company also opened its new enzyme development laboratory in Davis, California to advance the research and development of feed enzyme as well as enzymes for internal use.

The Company expanded its human health and nutrition portfolio in February 2017 with the acquisition of a controlling interest in Biopolis SL (Biopolis), a leading provider of probiotics and genomic services. Biopolis provides genomic sequencing capabilities for the Company's customers as well as for its internal use. Biopolis also has high through-put biological functionality testing capabilities that can be used to discover new probiotics and nutraceuticals. In January 2018, the Company announced a joint development agreement with Vland Biotech to develop and commercialize enzymes for animal feed. In August 2018, the Company further expanded its probiotics business with the acquisition of Probiotics International Limited.

ADM Ventures, which was launched by the Company in October 2016, continues to select high-potential, new product development projects from within its business units. The first internal venture funded project, a new sweetener, has been fully commercialized and is being sold in the United States by our Carbohydrate Solutions team. ADM Ventures has also made equity investments in three promising early-stage start-up companies and is looking at several others in which the Company may choose to invest.

The Company is continuing to invest in research to develop a broad range of sustainable materials with an objective to produce key intermediate materials that serve as a platform for producing a variety of sustainable packaging products. Conversion technologies include utilizing expertise in both fermentation and catalysis. The Company's current portfolio includes products that are in the early development phase and those that are close to pilot plant demonstration. The Company's project with DuPont to develop sustainable packaging solutions with improved barrier properties has progressed to a pilot production facility that opened in April 2018. This facility provides samples for customers as well as engineering data for a full-scale plant.

Environmental Compliance

During the year ended December 31, 2018, the Company spent \$42 million specifically to improve equipment, facilities, and programs for pollution control and compliance with the requirements of various environmental agencies.

There have been no material effects upon the earnings and competitive position of the Company resulting from compliance with applicable laws or regulations enacted or adopted relating to the protection of the environment.

A number of jurisdictions where the Company has operations have implemented or are in the process of implementing carbon pricing programs or regulations to reduce greenhouse gas emissions including, but not limited to, the U.S., Canada, Mexico, the E.U. and its member states, and China. The Company's operations located in countries with effective and applicable carbon pricing and regulatory programs currently meet their obligations in this regard with no significant impact on the earnings and competitive position of the Company. The Company's business could be affected in the future by additional global, regional, national, and local regulation, pricing of greenhouse gas emissions or other climate change legislation, regulation or agreements. It is difficult at this time to estimate the likelihood of passage, or predict the potential impact, of any additional legislation, regulations or

Item 1. BUSINESS (Continued)

agreements. Potential consequences of new obligations could include increased energy, transportation, raw material, and administrative costs, and may require the Company to make additional investments in its facilities and equipment.

Number of Employees

The number of full-time employees of the Company was approximately 31,600 at December 31, 2018 and 31,300 at December 31, 2017. The net increase in the number of full-time employees is primarily related to acquisitions net of divestitures.

Available Information

The Company's website is <http://www.adm.com>. The Company makes available, free of charge, through its website, the Company's annual reports on Form 10-K; quarterly reports on Form 10-Q; current reports on Form 8-K; directors' and officers' Forms 3, 4, and 5; and amendments to those reports, if any, as soon as reasonably practicable after electronically filing such materials with, or furnishing them to, the Securities and Exchange Commission (SEC).

In addition, the Company makes available, through its website, the Company's Code of Conduct, Corporate Governance Guidelines, and the written charters of the Audit, Compensation/Succession, Nominating/Corporate Governance, and Executive Committees.

References to the Company's website address in this report are provided as a convenience and do not constitute, or should not be viewed as, an incorporation by reference of the information contained on, or available through, the website. Therefore, such information should not be considered part of this report.

The SEC maintains a website which contains reports, proxy and information statements, and other information regarding issuers that file information electronically with the SEC. The SEC's website is <http://www.sec.gov>.

Item 1A. RISK FACTORS

The Company faces risks in the normal course of business and through global, regional, and local events that could have an adverse impact on its reputation, operations, and financial performance.

Management directs a Company-wide Enterprise Risk Management (ERM) Program, with oversight from the Company's Board of Directors. The Company's Audit Committee has the delegated risk management oversight responsibility and receives updates on the risk management processes and key risk factors on a quarterly basis.

The Company, through its business unit, functional, and corporate teams, continually updates, assesses, monitors, and mitigates these and other business and compliance risks in accordance with the ERM Program and as monitored by the ERM Program team and Chief Risk Officer.

The risk factors that follow are the main risks that the ERM program focuses on to protect and enhance shareholder value through intentional risk mitigation plans based on management-defined risk limits.

Item 1A. RISK FACTORS (Continued)

The availability and prices of the agricultural commodities and agricultural commodity products the Company procures, transports, stores, processes, and merchandises can be affected by climate change, weather conditions, disease, government programs, competition, and various other factors beyond the Company's control and could adversely affect the Company's operating results.

The availability and prices of agricultural commodities are subject to wide fluctuations, including impacts from factors outside the Company's control such as changes in weather and climate, crop disease, plantings, government programs and policies, competition, and changes in global demand. The Company uses a global network of procurement, processing, and transportation assets, as well as robust communications between global commodity merchandiser teams, to continually assess price and basis opportunities. Management-established limits (including a corporate wide value-at-risk metric), with robust internal reporting, help to optimize results versus the Company's strategic plans. Additionally, the Company depends globally on agricultural producers to ensure an adequate supply of the agricultural commodities.

Reduced supply of agricultural commodities could adversely affect the Company's profitability by increasing the cost of raw materials and/or limiting the Company's ability to procure, transport, store, process, and merchandise agricultural commodities in an efficient manner. For example, a drought in Argentina in 2017 and 2018 reduced the availability of corn and soybean inventories while prices increased. High and volatile commodity prices can place more pressures on short-term working capital funding. Conversely, if supplies are abundant and crop production globally outpaces demand for more than one or two crop cycles, price volatility is somewhat diminished. This could result in reduced operating results due to the lack of supply chain dislocations and reduced market spread and basis opportunities.

Advances in technology, such as seed and crop protection, farming techniques, or speed of information flow, may reduce the significance of dislocations and arbitrage opportunities in the agricultural global markets, which may reduce the earnings potential of agricultural merchandisers and processors such as the Company.

The Company has significant competition in the markets in which it operates.

The Company faces significant competition in each of its businesses and has numerous competitors, who can be different depending upon each of the business segments in which it participates. The Company competes for the acquisition of inputs such as agricultural commodities, transportation services, and other materials and supplies, as well as for workforce and talent. Competition impacts the Company's ability to generate and increase its gross profit as a result of the following factors: Pricing of the Company's products is partly dependent upon industry processing capacity, which is impacted by competitor actions to bring idled capacity on-line, build new production capacity or execute aggressive consolidation; many of the products bought and sold by the Company are global commodities or are derived from global commodities that are highly price competitive and, in many cases, subject to substitution; significant changes in exchange rates of foreign currencies versus the U.S. dollar, particularly the currencies of major crop growing countries, could also make goods and products of these countries more competitive than U.S. products; improved yields in different crop growing regions may reduce the reliance on origination territories in which the Company has a significant presence; and continued merger and acquisition activities resulting in further consolidations could result in greater cost competitiveness and global scale of certain players in the industry, especially when acquirers are state-owned and/or backed by public funds and have profit and return objectives that may differ from publicly traded enterprises. To compete effectively, the Company focuses on improving efficiency in its production and distribution operations, developing and maintaining appropriate market presence, maintaining a high level of product safety and quality, and working with customers to develop new products and tailored solutions.

Fluctuations in energy prices could adversely affect the Company's operating results.

The Company's operating costs and the selling prices of certain finished products are sensitive to changes in energy prices. The Company's processing plants are powered principally by electricity, natural gas, and coal. The Company's transportation operations are dependent upon diesel fuel and other petroleum-based products. Significant increases in the cost of these items, including any consequences of regulation or taxation of greenhouse gases, could adversely affect the Company's production costs and operating results.

Item 1A. RISK FACTORS (Continued)

The Company has certain finished products, such as ethanol and biodiesel, which are closely related to, or may be substituted for, petroleum products, or in the case of ethanol, blended into gasoline to increase octane content. Therefore, the selling prices of ethanol and biodiesel can be impacted by the selling prices of gasoline, diesel fuel, and other octane enhancers. A significant decrease in the price of gasoline, diesel fuel, or other octane enhancers could result in a significant decrease in the selling price of the Company's ethanol and biodiesel. The Company uses derivative contracts as anticipatory hedges for both purchases of commodity inputs and sales of energy-based products in order to protect itself in the near term against these price trends and to protect and maximize processing margins.

The Company is subject to economic downturns and regional economic volatilities, which could adversely affect the Company's operating results.

The Company conducts its business and has substantial assets located in many countries and geographic areas. While 55 percent of the Company's processing plants and 61 percent of its procurement facilities are located in the United States, the Company also has significant operations in both developed areas (such as Western Europe, Canada, and Brazil) and emerging market areas. One of the Company's strategies is to expand the global reach of its core model, which may include expanding or developing its business in emerging market areas. Both developed and emerging market areas are subject to impacts of economic downturns, including decreased demand for the Company's products, and reduced availability of credit, or declining credit quality of the Company's suppliers, customers, and other counterparties. In addition, emerging market areas could be subject to more volatile operating conditions including, but not limited to, logistics limitations or delays, labor-related challenges, limitations or regulations affecting trade flows, local currency concerns, and other economic and political instability. Political fiscal instability could generate intrusive regulations in emerging markets, potentially creating unanticipated assessments of taxes, fees, increased risks of corruption, etc. Economic downturns and volatile market conditions could adversely affect the Company's operating results and ability to execute its long-term business strategies. The Company mitigates this risk in many ways, including country risk and exposure analysis, government relations and tax compliance activities, and robust ethics compliance training requirements.

The Company is subject to numerous laws, regulations, and mandates globally which could adversely affect the Company's operating results and forward strategy.

The Company does business globally, connecting crops and markets in more than 170 countries, and is required to comply with laws and regulations administered by the United States federal government as well as state, local, and non-U.S. governmental authorities in areas including: Accounting and income taxes, anti-corruption, anti-bribery, global trade, trade sanctions, environmental, product safety, and handling and production of regulated substances. The Company frequently faces challenges from U.S. and foreign tax authorities regarding the amount of taxes due. These challenges include questions regarding the timing and amount of deductions and the allocation of income among various tax jurisdictions. Any failure to comply with applicable laws and regulations or appropriately resolve these challenges could subject the Company to administrative, civil, and criminal remedies, including fines, penalties, disgorgement, injunctions, and recalls of its products, and damage to its reputation. Resolution of some of these tax disputes could take many years and interest and penalties may be accruing in the meantime, thereby significantly increasing the notional amount of the exposures.

The production of the Company's products use materials which can create emissions of certain regulated substances, including greenhouse gas emissions. The Company has programs and policies in place (e.g., Corporate Sustainability Program, No-Deforestation Policy, Environmental Policy, etc.) to help ensure compliance with laws and regulations, as any failure to comply can have serious consequences, including civil, administrative, and criminal penalties as well as a negative impact on the Company's reputation, business, cash flows, and results of operations.

In addition, changes to regulations or implementation of additional regulations - for example, the imposition of regulatory restrictions on greenhouse gases or regulatory modernization of food safety laws - may require the Company to modify existing processing facilities and/or processes which could significantly increase operating costs and adversely affect operating results.

Item 1A. RISK FACTORS (Continued)

Government policies, mandates, and regulations specifically affecting the agricultural sector and related industries; regulatory policies or matters that affect a variety of businesses; taxation policies; and political instability could adversely affect the Company's operating results.

Agricultural production and trade flows are subject to government policies, mandates, regulations, and trade agreements, including taxes, tariffs, duties, subsidies, incentives, foreign exchange rates, and import and export restrictions, including policies related to genetically modified organisms, traceability standards, product safety and labeling, renewable fuels, and low carbon fuel mandates. These policies can influence the planting of certain crops; the location and size of crop production; whether unprocessed or processed commodity products are traded; the volume and types of imports and exports; the availability and competitiveness of feedstocks as raw materials; the viability and volume of production of certain of the Company's products; and industry profitability. For example, changes in government policies or regulations of ethanol and biodiesel including, but not limited to, changes in the Renewable Fuel Standard program under the Energy Independence and Security Act of 2007 in the United States, can have an impact on the Company's operating results. International trade regulations can adversely affect agricultural commodity trade flows by limiting or disrupting trade between countries or regions. Regulations of financial markets and instruments, including the Dodd-Frank Act, Consumer Protection Act, and the European Market Infrastructure Regulation, create uncertainty and may lead to additional risks and costs, and could adversely affect the Company's futures commission merchant business and its agricultural commodity risk management practices. Future government policies may adversely affect the supply of, demand for, and prices of the Company's products; adversely affect the Company's ability to deploy adequate hedging programs; restrict the Company's ability to do business in its existing and target markets; and adversely affect the Company's revenues and operating results.

The Company's operating results could be affected by political instability and by changes in monetary, fiscal, trade, and environmental policies, laws, regulations, and acquisition approvals, creating risks including, but not limited to: Changes in a country's or region's economic or political conditions, local labor conditions and regulations, and safety and environmental regulations; reduced protection of intellectual property rights; changes in the regulatory or legal environment; restrictions on currency exchange activities; currency exchange fluctuations; burdensome taxes and tariffs; enforceability of legal agreements and judgments; adverse tax, administrative agency or judicial outcomes; and regulation or taxation of greenhouse gases. International risks and uncertainties, including changing social and economic conditions as well as terrorism, political hostilities, and war, could limit the Company's ability to transact business in these markets. There has been a recent increase in populism and nationalism in various countries around the world and the concept and benefits of free trade are being challenged. The Company has benefited from the free flow of agricultural and food and feed ingredient products from the U.S. and other sources to markets around the world. Increases in tariff and restrictive trade activities around the world (e.g., the China trade tariffs, Iran sanctions) could negatively impact the Company's ability to enter certain markets or the price of products may become less competitive in those markets.

The Company's strategy involves expanding the volume and diversity of crops it merchandises and processes, expanding the global reach of its core model, and expanding its value-added product portfolio. Government policies including, but not limited to, antitrust and competition law, trade restrictions, food safety regulations, sustainability requirements, and traceability, can impact the Company's ability to execute this strategy successfully.

The Company is subject to industry-specific risks which could adversely affect the Company's operating results.

The Company is subject to risks which include, but are not limited to, product safety or quality; shifting consumer preferences; federal, state, and local regulations on manufacturing or labeling; socially acceptable farming practices; environmental, health, and safety regulations; and customer product liability claims. The liability which could result from certain of these risks may not always be covered by, or could exceed liability insurance related to product liability and food safety matters maintained by the Company. The Company has a particularly strong capability and culture around occupational health and safety and food safety; however, risks to the Company's reputation may exist due to potential negative publicity caused by product liability, food safety, occupational health and safety, and environmental matters.

Certain of the Company's merchandised commodities and finished products are used as ingredients in livestock and poultry feed. The Company is subject to risks associated with economic, product quality, feed safety or other factors which may adversely affect the livestock and poultry businesses, including the outbreak of disease in livestock and poultry, which could adversely affect demand for the Company's products used as ingredients in feed. In addition, as the Company increases its investment in flavors and ingredients businesses, it is exposed to increased risks related to rapidly changing consumer preferences and the impacts these changes could have on the success of certain of the Company's customers.

Item 1A. RISK FACTORS (Continued)

The Company is exposed to potential business disruption including, but not limited to, disruption of transportation services, supply of non-commodity raw materials used in its processing operations, and other impacts resulting from acts of terrorism or war, natural disasters, severe weather conditions, and accidents which could adversely affect the Company's operating results.

The Company's operations rely on dependable and efficient transportation services the disruption of which could result in difficulties supplying materials to the Company's facilities and impair the Company's ability to deliver products to its customers in a timely manner. The Company relies on access to navigable rivers and waterways in order to fulfill its transportation obligations more effectively. In addition, if certain non-agricultural commodity raw materials, such as water or certain chemicals used in the Company's processing operations, are not available, the Company's business could be disrupted. Any major lack of available water for use in certain of the Company's processing operations could have a material adverse impact on operating results. Certain factors which may impact the availability of non-agricultural commodity raw materials are out of the Company's control including, but not limited to, disruptions resulting from weather, economic conditions, manufacturing delays or disruptions at suppliers, shortage of materials, interruption of energy supply, and unavailable or poor supplier credit conditions.

The assets and operations of the Company could be subject to extensive property damage and business disruption from various events which include, but are not limited to, acts of terrorism (for example, purposeful adulteration of the Company's products), war, natural disasters, severe weather conditions, accidents, explosions, and fires. The Company is continuing to enhance and deploy additional food safety and security procedures and controls to appropriately mitigate the risks of any adulteration of the Company's products in the supply chain and finished products in production and distribution networks. In addition, the Company conforms to management systems, such as International Organization for Standardization (ISO) or other recognized global standards.

The Company's business is capital-intensive in nature and the Company relies on cash generated from its operations and external financing to fund its growth and ongoing capital needs. Limitations on access to external financing could adversely affect the Company's operating results.

The Company requires significant capital, including continuing access to credit markets, to operate its current business and fund its growth strategy. The Company's working capital requirements, including margin requirements on open positions on futures exchanges, are directly affected by the price of agricultural commodities, which may fluctuate significantly and change quickly. The Company also requires substantial capital to maintain and upgrade its extensive network of storage facilities, processing plants, refineries, mills, ports, transportation assets, and other facilities to keep pace with competitive developments, technological advances, regulations, and changing safety standards in the industry. Moreover, the expansion of the Company's business and pursuit of acquisitions or other business opportunities may require significant amounts of capital. Access to credit markets and pricing of the Company's capital is dependent upon maintaining sufficient credit ratings from credit rating agencies. Sufficient credit ratings allow the Company to access cost competitive tier one commercial paper markets. If the Company is unable to maintain sufficiently high credit ratings, access to these commercial paper and other debt markets and costs of borrowings could be adversely affected. If the Company is unable to generate sufficient cash flow or maintain access to adequate external financing, including as a result of significant disruptions in the global credit markets, it could restrict the Company's current operations and its growth opportunities. The Company manages this risk with constant monitoring of credit/liquidity metrics, cash forecasting, and routine communications with credit rating agencies on risk management practices.

The Company's risk management strategies may not be effective.

The Company has a Chief Risk Officer who regularly reports to the Board of Directors on the myriad of risks facing the Company and the Company's strategies for mitigating the risks. In particular, the Company's business is affected by fluctuations in agricultural commodity cash prices and derivative prices, transportation costs, energy prices, interest rates, foreign currency exchange rates, and equity markets. The Company monitors position limits and counterparty risks and engages in other strategies and controls to manage these risks. The Company regularly reports its aggregate commodity risk exposures to the Board of Directors through the ERM process. The Company has an established commodity merchandising governance process to ensure proper position reporting and monitoring, limit approvals, and execute training on trade compliance, commodity regulatory reporting controls, and other policies. The Company's monitoring efforts may not be successful at detecting a significant risk exposure. If these controls and strategies are not successful in mitigating the Company's exposure to these fluctuations, it could adversely affect the Company's operating results.

Item 1A. RISK FACTORS (Continued)

The Company has limited control over and may not realize the expected benefits of its equity investments and joint ventures.

The Company has \$5.3 billion invested in or advanced to joint ventures and investments over which the Company has limited control as to the governance and management activities. Net sales to unconsolidated affiliates during the year ended December 31, 2018 was \$6.8 billion. Risks related to these investments may include: The financial strength of the investment partner; loss of revenues and cash flows to the investment partner and related gross profit; the inability to implement beneficial management strategies, including risk management and compliance monitoring, with respect to the investment's activities; and the risk that the Company may not be able to resolve disputes with the partner. The Company may encounter unanticipated operating issues, financial results, or compliance and reputational risks related to these investments. The Company mitigates this risk using controls and policies related to joint venture formation, governance (including board of directors' representation), merger and acquisition integration management, and harmonization of joint venture policies with the Company's policies and controls.

The Company's information technology (IT) systems, processes, and sites may suffer interruptions, security breaches, or failures which may affect the Company's ability to conduct its business.

The Company's operations rely on certain key IT systems, some of which are dependent on services provided by third parties, to provide critical data connectivity, information, and services for internal and external users. These interactions include, but are not limited to: Ordering and managing materials from suppliers; risk management activities; converting raw materials to finished products; inventory management; shipping products to customers; processing transactions; summarizing and reporting results of operations; human resources benefits and payroll management; and complying with regulatory, legal or tax requirements. The Company is also in the process of implementing a new enterprise resource planning (ERP) system on a worldwide basis as part of its ongoing business transformation program, which is expected to improve the efficiency and effectiveness of certain financial and business transaction processes and the underlying systems environment. Increased IT security and social engineering threats and more sophisticated computer crime, including advanced persistent threats, pose a potential risk to the security of the Company's IT systems, networks, and services, as well as the confidentiality, availability, and integrity of the Company's third party data. The Company is subject to a variety of laws and regulations in the United States and other jurisdictions regarding privacy, data protection, and data security, including those related to the collection, storage, handling, use, disclosure, transfer, and security of personal data. Compliance with and interpretation of data privacy regulations, including the European Union General Data Protection Regulation implemented in 2018, continues to evolve and any violation could subject the Company to legal claims, regulatory penalties, and damage to its reputation. The Company has put in place security measures to prevent, detect, and mitigate cyber-based attacks, and has instituted control procedures for cyber security incident responses and disaster recovery plans for its critical systems. In addition, the Company monitors this risk on an ongoing basis to detect and correct any breaches, and reports metrics on the quality of the Company's data security efforts and control environment to the highest level of management and to the Board of Directors. However, if the Company's IT systems are breached, damaged, or cease to function properly due to any number of causes, such as catastrophic events, power outages, security breaches, or cyber-based attacks, and the Company's disaster recovery plans do not effectively mitigate the risks on a timely basis, the Company may suffer significant interruptions in its ability to manage its operations, loss of valuable data, actual or threatened legal actions, and damage to its reputation, which may adversely impact the Company's revenues, operating results, and financial condition.

The Company may fail to realize the benefits or experience delays in the execution of its growth strategy, encompassing organic and inorganic initiatives, outside the U.S. and in businesses where the Company does not currently have a large presence.

As the Company executes its growth strategy, through both organic and inorganic growth, it may encounter risks which could result in increased costs, decreased revenues, and delayed synergies. Recent investments outside the U.S. include Neovia, certain assets of Brazil-based Algar Agro, Protexin, and Rodelle, Inc. Growth in new geographies outside the U.S. can expose the Company to volatile economic, political, and regulatory risks that may negatively impact its operations and ability to achieve its growth strategy. Expanding businesses where the Company has limited presence may expose the Company to risks related to the inability to identify an appropriate partner or target and favorable terms, inability to retain/hire strategic talent, or integration risks that may require significant management resources that would have otherwise been available for ongoing growth or operational initiatives. Acquisitions may involve unanticipated delays, costs, and other problems. Due diligence performed prior to the acquisition may not identify a material liability or issue that could impact the Company's reputation or adversely affect results of operations resulting in a reduction of the anticipated acquisition benefits. Additionally, acquisitions may involve integration risks such as: internal control effectiveness, system integration risks, the risk of impairment charges related to goodwill and other intangibles, ability to retain acquired employees, and other unanticipated risks.

Item 1B. UNRESOLVED STAFF COMMENTS

The Company has no unresolved staff comments.

Item 2. PROPERTIES

The Company owns or leases, under operating leases, the following processing plants and procurement facilities:

	Processing Plants			Procurement Facilities		
	Owned	Leased	Total	Owned	Leased	Total
U.S.	144	4	148	226	50	276
International	109	14	123	90	84	174
	<u>253</u>	<u>18</u>	<u>271</u>	<u>316</u>	<u>134</u>	<u>450</u>

The Company’s operations are such that most products are efficiently processed near the source of raw materials. Consequently, the Company has many plants strategically located in agricultural commodity producing areas. The annual volume of commodities processed will vary depending upon availability of raw materials and demand for finished products. The Company also owns approximately 200 warehouses and terminals primarily used as bulk storage facilities and 46 innovation centers. Warehouses, terminals, corporate, and sales offices are not included in the tables above. Processing plants and procurement facilities owned or leased by unconsolidated joint ventures are also not included in the tables above.

To enhance the efficiency of transporting large quantities of raw materials and finished products between the Company’s procurement facilities and processing plants and also the final delivery of products to its customers around the world, the Company owns approximately 1,800 barges, 12,000 rail cars, 360 trucks, 1,200 trailers, 100 boats, and 10 oceangoing vessels; and leases, under operating leases, approximately 610 barges, 16,400 rail cars, 240 trucks, 190 trailers, 4 boats, and 12 oceangoing vessels.

	North America		Origination Processing Plants Merchandising & Handling	
	Owned	Leased	Owned	Leased
U.S.*			1	—
Total			<u>1</u>	<u>—</u>
Daily capacity				
Metric tons (in 1,000’s)			1	—
Grand Total			<u>1</u>	<u>—</u>
Total daily capacity				
Metric tons (in 1,000’s)			<u>1</u>	<u>—</u>

*The U.S. plant is located in California.

Item 2. PROPERTIES (Continued)

		Origination Procurement Facilities	
		Merchandising & Handling	
		Owned	Leased
North America			
U.S.*		142	11
Canada		1	—
Dominican Republic		1	—
Total		<u>144</u>	<u>11</u>
Daily/Storage capacity			
Metric tons (in 1,000's)		12,273	531
South America			
Argentina		3	1
Colombia		—	9
Ecuador		—	2
Total		<u>3</u>	<u>12</u>
Daily/Storage capacity			
Metric tons (in 1,000's)		389	506
Europe			
Germany		2	—
Ireland		1	1
Poland		1	—
Romania		11	4
Ukraine		7	—
Total		<u>22</u>	<u>5</u>
Daily/Storage capacity			
Metric tons (in 1,000's)		<u>1,227</u>	<u>78</u>
Grand Total		<u>169</u>	<u>28</u>
Total daily/storage capacity			
Metric tons (in 1,000's)		<u>13,889</u>	<u>1,115</u>

*The U.S. procurement facilities are located in Arkansas, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, Oklahoma, South Dakota, Tennessee, Texas, and Wisconsin.

Item 2. PROPERTIES (Continued)

		Oilseeds Processing Plants							
		Owned				Leased			
		Crushing & Origination	Refining, Packaging, Biodiesel & Other	Asia	Total	Crushing & Origination	Refining, Packaging, Biodiesel & Other	Asia	Total
North America									
U.S.*		23	34	—	57	—	2	—	2
Canada		3	4	—	7	—	—	—	—
Mexico		1	—	—	1	—	—	—	—
Total		<u>27</u>	<u>38</u>	<u>—</u>	<u>65</u>	<u>—</u>	<u>2</u>	<u>—</u>	<u>2</u>
Daily capacity									
Metric tons (in 1,000's)		62	24	—	86	—	—	—	—
South America									
Argentina		—	1	—	1	—	—	—	—
Brazil		7	12	—	19	1	—	—	1
Paraguay		1	—	—	1	—	—	—	—
Peru		—	1	—	1	—	—	—	—
Total		<u>8</u>	<u>14</u>	<u>—</u>	<u>22</u>	<u>1</u>	<u>—</u>	<u>—</u>	<u>1</u>
Daily capacity									
Metric tons (in 1,000's)		19	9	—	28	1	—	—	1
Europe									
Belgium		—	1	—	1	—	—	—	—
Czech Republic		1	1	—	2	—	—	—	—
Germany		4	8	—	12	—	—	—	—
Netherlands		1	1	—	2	—	—	—	—
Poland		2	5	—	7	—	—	—	—
Ukraine		1	—	—	1	—	—	—	—
United Kingdom		1	3	—	4	—	—	—	—
Total		<u>10</u>	<u>19</u>	<u>—</u>	<u>29</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Daily capacity									
Metric tons (in 1,000's)		36	15	—	51	—	—	—	—
Asia									
India		—	—	2	2	—	—	1	1
Total		<u>—</u>	<u>—</u>	<u>2</u>	<u>2</u>	<u>—</u>	<u>—</u>	<u>1</u>	<u>1</u>
Daily capacity									
Metric tons (in 1,000's)		—	—	1	1	—	—	1	1
Africa									
South Africa		—	3	—	3	—	1	—	1
Total		<u>—</u>	<u>3</u>	<u>—</u>	<u>3</u>	<u>—</u>	<u>1</u>	<u>—</u>	<u>1</u>
Daily capacity									
Metric tons (in 1,000's)		—	2	—	2	—	—	—	—
Grand Total		<u>45</u>	<u>74</u>	<u>2</u>	<u>121</u>	<u>1</u>	<u>3</u>	<u>1</u>	<u>5</u>
Total daily capacity									
Metric tons (in 1,000's)		<u>117</u>	<u>50</u>	<u>1</u>	<u>168</u>	<u>1</u>	<u>—</u>	<u>1</u>	<u>2</u>

*The U.S. plants in the table above are located in Alabama, California, Georgia, Illinois, Indiana, Iowa, Kansas, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Carolina, Tennessee, and Texas.

Item 2. PROPERTIES (Continued)

		Oilseeds Procurement Facilities						
		Owned			Leased			
		Crushing & Origination	Refining, Packaging, Biodiesel, & Other	Total	Crushing & Origination	Refining, Packaging, Biodiesel, & Other	Asia	Total
North America								
U.S.*		3	59	62	—	38	—	38
Canada		5	—	5	—	—	—	—
Total		<u>8</u>	<u>59</u>	<u>67</u>	<u>—</u>	<u>38</u>	<u>—</u>	<u>38</u>
Daily/Storage capacity								
Metric tons (in 1,000's)		263	253	516	—	123	—	123
South America								
Brazil		38	—	38	—	—	—	—
Paraguay		13	—	13	2	—	—	2
Peru		—	—	—	2	—	—	2
Uruguay		1	—	1	6	—	—	6
Total		<u>52</u>	<u>—</u>	<u>52</u>	<u>10</u>	<u>—</u>	<u>—</u>	<u>10</u>
Daily/Storage capacity								
Metric tons (in 1,000's)		2,150	—	2,150	343	—	—	343
Europe								
Germany		1	—	1	—	—	—	—
Netherlands		1	—	1	—	—	—	—
Poland		4	—	4	—	—	—	—
United Kingdom		—	—	—	3	—	—	3
Total		<u>6</u>	<u>—</u>	<u>6</u>	<u>3</u>	<u>—</u>	<u>—</u>	<u>3</u>
Daily/Storage capacity								
Metric tons (in 1,000's)		428	—	428	4	—	—	4
Asia								
India		—	—	—	—	—	48	48
Total		<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>48</u>	<u>48</u>
Storage capacity								
Metric tons (in 1,000's)		—	—	—	—	—	72	72
Grand Total		<u>66</u>	<u>59</u>	<u>125</u>	<u>13</u>	<u>38</u>	<u>48</u>	<u>99</u>
Total daily/storage capacity								
Metric tons (in 1,000's)		<u>2,841</u>	<u>253</u>	<u>3,094</u>	<u>347</u>	<u>123</u>	<u>72</u>	<u>542</u>

*The U.S. procurement facilities are located in Alabama, Arkansas, Florida, Georgia, Iowa, Michigan, Mississippi, North Carolina, Oklahoma, South Carolina, and Texas.

Item 2. PROPERTIES (Continued)

		Carbohydrate Solutions Processing Plants			
		Owned			Leased
		Starches & Sweeteners	Bioproducts	Total	Starches & Sweeteners
North America					
U.S.*		35	3	38	—
Canada		8	—	8	—
Barbados		1	—	1	—
Belize		1	—	1	—
Grenada		1	—	1	—
Jamaica		2	—	2	—
Total		<u>48</u>	<u>3</u>	<u>51</u>	<u>—</u>
Daily capacity					
Metric tons (in 1,000's)		71	24	95	—
Europe					
United Kingdom		3	—	3	4
Bulgaria		1	—	1	—
France		1	—	1	—
Turkey		1	—	1	—
Total		<u>6</u>	<u>—</u>	<u>6</u>	<u>4</u>
Daily capacity					
Metric tons (in 1,000's)		5	—	5	1
Asia					
China		1	—	1	—
Total		<u>1</u>	<u>—</u>	<u>1</u>	<u>—</u>
Daily capacity					
Metric tons (in 1,000's)		—	—	—	—
Africa					
Morocco		1	—	1	—
Total		<u>1</u>	<u>—</u>	<u>1</u>	<u>—</u>
Daily capacity					
Metric tons (in 1,000's)		—	—	—	—
Grand Total		<u><u>56</u></u>	<u><u>3</u></u>	<u><u>59</u></u>	<u><u>4</u></u>
Total daily capacity					
Metric tons (in 1,000's)		<u><u>76</u></u>	<u><u>24</u></u>	<u><u>100</u></u>	<u><u>1</u></u>

*The U.S. processing plants are located in California, Illinois, Indiana, Iowa, Kansas, Minnesota, Missouri, Nebraska, New York, North Carolina, Oklahoma, Pennsylvania, Tennessee, Texas, Washington, and Wisconsin.

Item 2. PROPERTIES (Continued)

		Carbohydrate Solutions Procurement Facilities					
		Owned			Leased		
		Starches & Sweeteners	Bioproducts	Total	Starches & Sweeteners	Bioproducts	Total
North America							
U.S.*		3	—	3	1	—	1
Canada		—	—	—	2	—	2
Total		<u>3</u>	<u>—</u>	<u>3</u>	<u>3</u>	<u>—</u>	<u>3</u>
Daily/Storage capacity							
Metric tons (in 1,000's)		194	—	194	154	—	154
Europe							
United Kingdom		—	—	—	4	—	4
Total		<u>—</u>	<u>—</u>	<u>—</u>	<u>4</u>	<u>—</u>	<u>4</u>
Daily/Storage capacity							
Metric tons (in 1,000's)		—	—	—	19	—	19
Grand Total		<u>3</u>	<u>—</u>	<u>3</u>	<u>7</u>	<u>—</u>	<u>7</u>
Total daily/storage capacity							
Metric tons (in 1,000's)		<u>194</u>	<u>—</u>	<u>194</u>	<u>173</u>	<u>—</u>	<u>173</u>

*The U.S. procurement facilities are located in Minnesota and Washington.

Item 2. PROPERTIES (Continued)

		Nutrition Processing Plants					
		Owned			Leased		
		WFSI	Animal Nutrition	Total	WFSI	Animal Nutrition	Total
North America							
U.S.*		23	25	48	1	1	2
Canada		1	3	4	—	—	—
Puerto Rico		—	2	2	—	1	1
Trinidad & Tobago		—	1	1	—	—	—
Total		<u>24</u>	<u>31</u>	<u>55</u>	<u>1</u>	<u>2</u>	<u>3</u>
Annual capacity							
Metric tons (in 1,000's)		601	1,809	2,410	31	11	42
South America							
Brazil		1	—	1	1	—	1
Total		<u>1</u>	<u>—</u>	<u>1</u>	<u>1</u>	<u>—</u>	<u>1</u>
Annual capacity							
Metric tons (in 1,000's)		43	—	43	3	—	3
Europe							
Germany		4	—	4	2	—	2
France		1	—	1	—	—	—
Netherlands		1	—	1	1	—	1
Poland		1	—	1	—	—	—
Spain		2	—	2	—	—	—
Turkey		—	—	—	1	—	1
United Kingdom		1	—	1	—	—	—
Total		<u>10</u>	<u>—</u>	<u>10</u>	<u>4</u>	<u>—</u>	<u>4</u>
Annual capacity							
Metric tons (in 1,000's)		308	—	308	758	—	758
Asia							
China		1	5	6	—	—	—
India		—	—	—	1	—	1
Total		<u>1</u>	<u>5</u>	<u>6</u>	<u>1</u>	<u>—</u>	<u>1</u>
Annual capacity							
Metric tons (in 1,000's)		26	381	407	—	—	—
Grand Total		<u>36</u>	<u>36</u>	<u>72</u>	<u>7</u>	<u>2</u>	<u>9</u>
Total annual capacity							
Metric tons (in 1,000's)		<u>978</u>	<u>2,190</u>	<u>3,168</u>	<u>792</u>	<u>11</u>	<u>803</u>

*The U.S. processing plants are located in Colorado, Georgia, Illinois, Indiana, Iowa, Kansas, Kentucky, Michigan, Minnesota, Missouri, Nebraska, New Jersey, North Dakota, Ohio, Pennsylvania, Texas, and Washington.

Item 2. PROPERTIES (Continued)

		Nutrition Procurement Facilities		
		Owned		
North America		WFSI	Animal Nutrition	Total
U.S.*		19	—	19
Total		19	—	19
Daily/Storage capacity				
Metric tons (in 1,000's)		267	—	267
Grand Total		19	—	19
Total daily/storage capacity				
Metric tons (in 1,000's)		267	—	267

*The U.S. procurement facilities are located in Idaho, Michigan, Minnesota, North Dakota, and Wyoming.

Item 3. LEGAL PROCEEDINGS

The Company is routinely involved in a number of actual or threatened legal actions, including those involving alleged personal injuries, employment law, product liability, intellectual property, environmental issues, alleged tax liability (see Note 13 in Item 8 for information on income tax matters), and class actions. The Company also routinely receives inquiries from regulators and other government authorities relating to various aspects of its business, and at any given time, the Company has matters at various stages of resolution with the applicable government authorities. The outcomes of these matters are not within the Company's complete control and may not be known for prolonged periods of time. In some actions, claimants seek damages, as well as other relief, including injunctive relief, that could require significant expenditures or result in lost revenues. In accordance with applicable accounting standards, the Company records a liability in its consolidated financial statements for material loss contingencies when a loss is known or considered probable and the amount can be reasonably estimated. If the reasonable estimate of a known or probable loss is a range, and no amount within the range is a better estimate than any other, the minimum amount of the range is accrued. If a material loss contingency is reasonably possible but not known or probable, and can be reasonably estimated, the estimated loss or range of loss is disclosed in the notes to the consolidated financial statements. When determining the estimated loss or range of loss, significant judgment is required to estimate the amount and timing of a loss to be recorded. Estimates of probable losses resulting from litigation and governmental proceedings involving the Company are inherently difficult to predict, particularly when the matters are in early procedural stages, with incomplete facts or legal discovery; involve unsubstantiated or indeterminate claims for damages; potentially involve penalties, fines, disgorgement, or punitive damages; or could result in a change in business practice. See Note 20 in Item 8 for information on the Company's legal proceedings.

Item 4. MINE SAFETY DISCLOSURES

None.

PART II

Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES

Common Stock Market

The Company's common stock is listed and traded on the New York Stock Exchange under the trading symbol "ADM".

The number of registered stockholders of the Company's common stock at December 31, 2018, was 9,495.

Issuer Purchases of Equity Securities

Period	Total Number of Shares Purchased (1)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program (2)	Number of Shares Remaining to be Purchased Under the Program (2)
October 1, 2018 to October 31, 2018	48,876	\$ 48.838	164	13,758,617
November 1, 2018 to November 30, 2018	546,379	45.785	546,336	13,212,281
December 1, 2018 to December 31, 2018	1,149,514	45.023	1,148,867	12,063,414
Total	1,744,769	\$ 45.369	1,695,367	12,063,414

(1) Total shares purchased represent those shares purchased in the open market as part of the Company's publicly announced stock repurchase program described below, shares received as payment for the exercise price of stock option exercises, and shares received as payment for the withholding taxes on vested restricted stock awards. During the three-month period ended December 31, 2018, there were 49,402 shares received as payments for the minimum withholding taxes on vested restricted stock awards and for the exercise price of stock option exercises.

(2) On November 5, 2014, the Company's Board of Directors approved a stock repurchase program authorizing the Company to repurchase up to 100,000,000 shares of the Company's common stock during the period commencing January 1, 2015 and ending December 31, 2019.

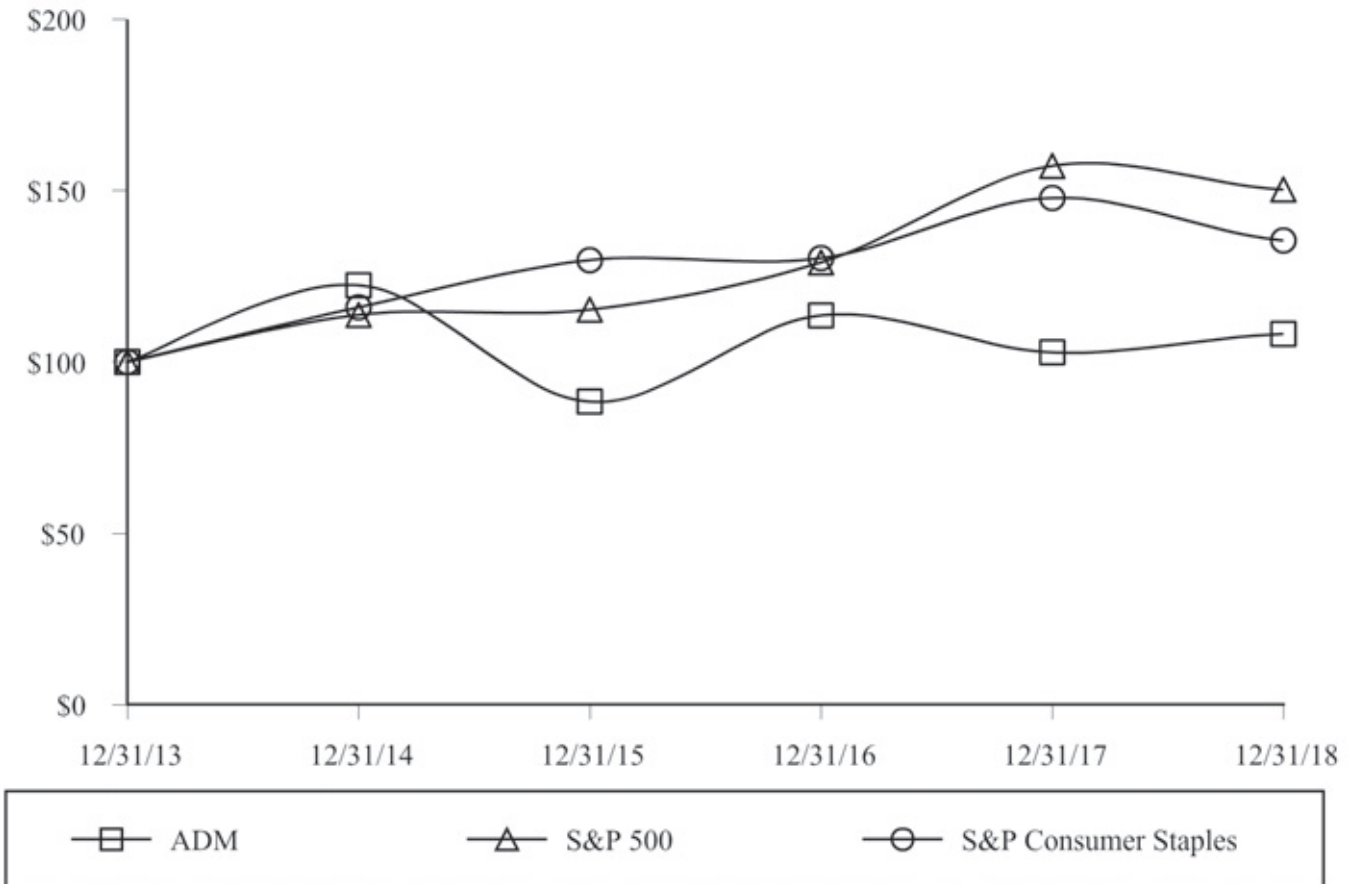
Item 5. MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES (Continued)

Performance Graph

The graph below compares the Company’s common stock with those of the S&P 500 Index and the S&P Consumer Staples Index. The graph assumes an initial investment of \$100 on December 31, 2013 and assumes all dividends have been reinvested through December 31, 2018.

COMPARISON OF 60 MONTH CUMULATIVE TOTAL RETURN

Among Archer Daniels Midland Company (ADM), the S&P 500 Index, and the S&P Consumer Staples Index



Index Data: Copyright© Standard and Poor's, Inc.

Item 6. SELECTED FINANCIAL DATA

Selected Financial Data
(In millions, except ratio and per share data)

	Years Ended December 31				
	2018	2017	2016	2015	2014
Revenues	\$ 64,341	\$ 60,828	\$ 62,346	\$ 67,702	\$ 81,201
Depreciation	812	802	787	799	850
Net earnings attributable to controlling interests	1,810	1,595	1,279	1,849	2,248
Basic earnings per common share	3.21	2.80	2.18	2.99	3.44
Diluted earnings per common share	3.19	2.79	2.16	2.98	3.43
Cash dividends	758	730	701	687	624
Per common share	1.34	1.28	1.20	1.12	0.96
Working capital	8,812	7,355	7,872	8,324	10,426
Current ratio	1.7	1.6	1.6	1.6	1.7
Inventories	8,813	9,173	8,831	8,243	9,374
Net property, plant, and equipment	9,953	10,138	9,758	9,853	9,851
Gross additions to property, plant, and equipment	845	1,100	882	1,350	1,357
Total assets	40,833	39,963	39,769	40,157	43,997
Long-term debt, excluding current maturities	7,698	6,623	6,504	5,779	5,528
Shareholders' equity	18,996	18,322	17,181	17,915	19,630
Per common share	33.98	32.89	29.98	30.11	30.82
Weighted average shares outstanding-basic	564	569	588	618	653
Weighted average shares outstanding-diluted	567	572	591	621	656

Significant items affecting the comparability of the financial data shown above are as follows:

- Net earnings attributable to controlling interests for the year ended December 31, 2018 included net gains totaling \$13 million (\$13 million after tax, equal to \$0.02 per share) related to the sale of businesses and assets; charges of \$292 million (\$226 million after tax, equal to \$0.40 per share) consisting of a non-cash pension settlement charge related to the purchase of a group annuity contract that irrevocably transferred the future benefit obligations and annuity administration for certain retirees under the Company's ADM Retirement Plan, charges related to a discontinued software project, a long-term receivable, an equity investment, certain long-lived assets, and several individually insignificant asset impairment charges, restructuring charges in Corporate primarily related to the reorganization of IT services in Corporate and several individually insignificant restructuring charges, and other settlement charges; charges of \$8 million (\$6 million after tax, equal to \$0.01 per share) related to acquisition expenses and net losses on foreign currency derivative contracts to economically hedge certain acquisitions; and net tax benefits due to changes in the provisional transition tax amount related to the enactment of the Tax Cuts and Jobs Act and certain discrete items totaling \$33 million (equal to \$0.06 per share).

Item 6. SELECTED FINANCIAL DATA (Continued)

- Net earnings attributable to controlling interests for the year ended December 31, 2017 included gains totaling \$22 million (\$10 million after tax loss, equal to \$0.02 per share) primarily related to the sale of the crop risk services business partially offset by an adjustment of the proceeds of the 2015 sale of the cocoa business; charges of \$214 million (\$144 million after tax, equal to \$0.25 per share) consisting of asset impairments related to the reconfiguration of the Company's Peoria, Illinois ethanol complex, restructuring charges related to the reduction of certain positions within the Company's global workforce, several individually insignificant asset impairments and restructuring charges, and provisions for contingent losses related to certain settlement items; a debt extinguishment charge of \$11 million (\$7 million after tax, equal to \$0.01 per share) related to the early redemption of the Company's \$559 million notes due on March 15, 2018; and net tax benefits related to the Tax Cuts and Jobs Act and certain discrete tax adjustments totaling \$366 million (equal to \$0.64 per share).
- Net earnings attributable to controlling interests for the year ended December 31, 2016 included gains totaling \$119 million (\$100 million after tax, equal to \$0.17 per share) primarily related to recovery of loss provisions and gains related to the sale of the Company's Brazilian sugar ethanol facilities, realized contingent consideration on the sale of the Company's equity investment in Gruma S.A. de C.V. in December 2012, and revaluation of the remaining interest to settlement value in conjunction with the acquisition of Amazon Flavors; a gain of \$38 million (\$24 million after tax, equal to \$0.04 per share) related to a U.S. retiree medical benefit plan curtailment; charges of \$117 million (\$77 million after tax, equal to \$0.13 per share) primarily related to legal fees and settlement, impairment of software, investments, and certain long-lived assets; a \$10 million (\$8 million after tax, equal to \$0.02 per share) loss on sale of individually immaterial assets; and certain discrete tax adjustments totaling \$24 million (equal to \$0.04 per share) related to valuation allowances, deferred tax re-rates, and changes in assertion.
- Net earnings attributable to controlling interests for the year ended December 31, 2015 included gains totaling \$530 million (\$515 million after tax, equal to \$0.83 per share) related primarily to the sale of the cocoa, chocolate, and lactic businesses, revaluation of the Company's previously held investments in North Star Shipping, Minmetal, and Eaststarch C.V. in conjunction with the acquisition of the remaining interests, and the sale of a 50% interest in the Barcarena export terminal facility in Brazil to Glencore plc; long-lived asset impairment charges of \$129 million (\$109 million after tax, equal to \$0.18 per share) related primarily to certain international Oilseeds Processing facilities, sugar ethanol facilities in Brazil, and goodwill, intangible, and property, plant, and equipment asset impairments; restructuring and exit charges of \$71 million (\$63 million after tax, equal to \$0.10 per share) related to an international pension plan settlement, sugar ethanol facilities in Brazil, and other restructuring charges; loss provisions, settlements, and inventory writedown of \$67 million (\$58 million after tax, equal to \$0.09 per share); certain discrete tax adjustments totaling \$60 million (equal to \$0.10 per share) related to valuation allowances and deferred tax re-rates; and loss on debt extinguishment of \$189 million (\$118 million after tax, equal to \$0.19 per share) related to the cash tender offers and redemption of certain of the Company's outstanding debentures.
- Net earnings attributable to controlling interests for the year ended December 31, 2014 included a gain on sale of assets related to the sale of the fertilizer business and other asset of \$135 million (\$89 million after tax, equal to \$0.14 per share); gain of \$156 million (\$97 million after tax, equal to \$0.15 per share) upon the Company's effective dilution in the Pacificor (formerly Kalama Export Company) joint venture resulting from the contribution of additional assets by another member in exchange for new equity units; and loss of \$102 million (\$63 million after tax, equal to \$0.10 per share) on Euro foreign currency derivative contracts entered into to economically hedge the Wild Flavors acquisition; asset impairment charges related to certain fixed assets of \$41 million (\$26 million after tax, equal to \$0.04 per share) and \$64 million (\$41 million after tax, equal to \$0.06 per share) of costs related to the relocation of the global headquarters to Chicago, Illinois, and restructuring charges related to the Wild Flavors acquisition and Toepfer integration following the acquisition of the minority interest and other restructuring charges; a charge of \$98 million (\$61 million after tax, equal to \$0.09 per share) related to pension settlements; and certain discrete tax adjustments of \$15 million (equal to \$0.02 per share) related to deferred tax re-rates.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Company Overview

This MD&A should be read in conjunction with the accompanying consolidated financial statements.

The Company's vision is to be the most admired global agribusiness and nutrition company while creating value and growing responsibly. The Company's growth strategy is spread across its five key growth platforms: Taste, Nutrition, Animal Nutrition, Health and Wellness, and Carbohydrates. The Company desires to execute this vision and these strategies by conducting its business in accordance with its core values of operating with integrity, treating others with respect, achieving excellence, being resourceful, displaying teamwork, and being responsible.

The Company is principally engaged in procuring, transporting, storing, processing, and merchandising agricultural commodities, products, and ingredients. The Company uses its significant global asset base to originate and transport agricultural commodities, connecting to markets in more than 170 countries. The Company also processes corn, oilseeds, and wheat into products for food, animal feed, chemical and energy uses. The Company also engages in the manufacturing, sale, and distribution of specialty products including natural flavor ingredients, flavor systems, natural colors, proteins, emulsifiers, soluble fiber, polyols, hydrocolloids, natural health and nutrition products, and other specialty food and feed ingredients. The Company uses its global asset network, business acumen, and its relationships with suppliers and customers to efficiently connect the harvest to the home thereby generating returns for our shareholders, principally from margins earned on these activities.

The Company's operations are organized, managed, and classified into four reportable business segments: Origination, Oilseeds, Carbohydrate Solutions, and Nutrition. Each of these segments is organized based upon the nature of products and services offered. The Company's remaining operations are not reportable business segments, as defined by the applicable accounting standard, and are classified as Other. Financial information with respect to the Company's reportable business segments is set forth in Note 17 of "Notes to Consolidated Financial Statements" included in Item 8.

Effective January 1, 2018, the Company changed its segment reporting to reflect changes in its operating structure. The Company's new segments are Origination (formerly Agricultural Services), Oilseeds (formerly Oilseeds Processing), Carbohydrate Solutions (formerly Corn Processing), and Nutrition (formerly Wild Flavors and Specialty Ingredients). The European origination business previously reported in Oilseeds is now managed by leaders in Origination to better coordinate continental trading activities. Carbohydrate Solutions now includes the results of ADM Milling, which were previously reported in Origination. In addition, the Company also moved the segment reporting of its renewable chemicals business from Carbohydrate Solutions to Oilseeds effective July 1, 2018. Nutrition now includes the results of Animal Nutrition and certain product lines previously reported in Carbohydrate Solutions as well as certain product lines previously reported in Oilseeds.

Prior period results have been reclassified to conform to the current period presentation.

The Company's recent significant portfolio actions and announcements include:

- the investment in June 2018 of a 50% interest in SoyVen, a joint venture with Cargill to provide soybean meal and oil for customers in Egypt;
- the acquisition in June 2018 of a 50% equity stake in the starches and sweeteners business of Russian-based Aston Foods and Food Ingredients;
- the sale in July 2018 of the Company's oilseeds operations in Bolivia to Inversiones Piuranas S.A.;
- the acquisition in August 2018 of Probiotics International Limited, a British-based provider of probiotic supplements for human, pet, and production-animal uses;
- the acquisition in August 2018 of Rodelle Inc., a premium originator, processor and supplier of vanilla products;
- the announcement in October 2018 of the launch of GrainBridge LLC, a 50% joint venture with Cargill that will develop and offer revolutionary new digital tools to help farmers make more informed grain marketing decisions based on personalized production economics;
- the acquisition in December 2018 of certain soybean origination, crushing, refining, and bottling assets from Brazil-based Algar Agro;
- the acquisition in January 2019 of Neovia, a French-based global provider of value-added animal nutrition solutions, with 72 production facilities and a presence in 25 countries;

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Item 7.

- the announcement in January 2019 of an agreement to purchase Florida Chemical Company, one of the world's largest providers of citrus oils and ingredients, which is subject to regulatory approval and expected to close in the first quarter of 2019; and
- the announcement in January 2019 of an agreement to purchase the remaining 50% interest owned by Invivo in Gleadell Agriculture Ltd., a current joint venture with Invivo, which is subject to regulatory approval and is expected to close in the first quarter of 2019.

The Company executes its strategic vision through three pillars: Optimize the Core, Drive Efficiencies, and Expand Strategically, all supported by its Readiness culture. During 2018, the Company launched Readiness to drive new efficiencies and improve the customer experience in the Company's existing businesses through a combination of data and analytics, process simplification and standardization, and behavioral and cultural change; building upon its earlier 1ADM and operational excellence programs. Readiness will also support the execution of the Company's growth strategies across its five key growth platforms: Taste, Nutrition, Animal Nutrition, Health and Wellness, and Carbohydrates.

Operating Performance Indicators

The Company's Origination and Oilseeds operations are principally agricultural commodity-based businesses where changes in selling prices move in relationship to changes in prices of the commodity-based agricultural raw materials. Therefore, changes in agricultural commodity prices have relatively equal impacts on both revenues and cost of products sold. Thus, changes in revenues of these businesses do not necessarily correspond to the changes in margins or gross profit.

The Company's Carbohydrate Solutions operations and Nutrition businesses also utilize agricultural commodities (or products derived from agricultural commodities) as raw materials. However, in these operations, agricultural commodity market price changes do not necessarily correlate to changes in cost of products sold. Thus, changes in revenues of these businesses may correspond to changes in margins or gross profit.

The Company has consolidated subsidiaries in more than 80 countries. For the majority of the Company's subsidiaries located outside the United States, the local currency is the functional currency. Revenues and expenses denominated in foreign currencies are translated into U.S. dollars at the weighted average exchange rates for the applicable periods. For the majority of the Company's business activities in Brazil and Argentina, the functional currency is the U.S. dollar; however, certain transactions, including taxes, occur in local currency and require remeasurement to the functional currency. Changes in revenues are expected to be correlated to changes in expenses reported by the Company caused by fluctuations in the exchange rates of foreign currencies, primarily the Euro, British pound, Canadian dollar, and Brazilian real, as compared to the U.S. dollar.

The Company measures its performance using key financial metrics including net earnings, segment operating profit, return on invested capital, EBITDA, economic value added, manufacturing expenses, and selling, general, and administrative expenses. The Company's financial results can vary significantly due to changes in factors such as fluctuations in energy prices, weather conditions, crop plantings, government programs and policies, trade policies, changes in global demand, general global economic conditions, changes in standards of living, and global production of similar and competitive crops. Due to these unpredictable factors, the Company undertakes no responsibility for updating any forward-looking information contained within "Management's Discussion and Analysis of Financial Condition and Results of Operations."

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)
Item 7.

Year Ended December 31, 2018 Compared to Year Ended December 31, 2017

As an agricultural commodity-based business, the Company is subject to a variety of market factors which affect the Company's operating results. In 2018, markets were volatile amid escalating global trade tensions including the announcement of tariffs on Chinese imports of U.S. soybeans. In Origination, strong demand for feedstuffs in light of weather conditions in Northern Europe resulted in higher sales volumes and margins in destination markets, and strong basis positions across commodities resulted in higher margins. In Oilseeds, dry conditions in Argentina resulted in a smaller soybean crop, which combined with continued good global meal demand, resulted in strong global crushing margins and volumes. South American origination volumes and margins benefited from stronger farmer selling. Demand and margins for refined oil remained solid, and biodiesel margins improved. Excess global peanut supply resulted in weak peanut margins. In Carbohydrate Solutions, global demand and prices for starches and sweeteners remained solid in North America while co-product prices were stable. U.S. ethanol industry production remained at high levels. Although ethanol demand remained strong both in North America and export markets due to favorable gasoline blending economics and ethanol's continuing status as a competitive octane enhancer, margins continue to remain under pressure. Nutrition benefited from strong demand for flavor ingredients and flavor systems and from strong demand for and favorable margin development in certain non-flavor food businesses.

Net earnings attributable to controlling interests increased 13% or \$0.2 billion, to \$1.8 billion. Segment operating profit increased 29% or \$0.7 billion, to \$3.3 billion. Included in segment operating profit in the current year was a net charge of \$89 million consisting of asset impairment, restructuring, and settlement charges and a net gain on sales of assets and businesses. Included in segment operating profit in the prior year was a net charge of \$134 million consisting of asset impairment and restructuring charges, a net gain on sales of assets and businesses, and corn hedge timing effects. Adjusted segment operating profit increased \$0.7 billion to \$3.4 billion due to an increase in sales prices and volumes of corn and meal, improved margins in Origination, Oilseeds, and Nutrition, and the benefits of the 2017 biodiesel tax credit which was approved and received in the first quarter of 2018, partially offset by lower ethanol margins. Corporate results were a net charge of \$1.2 billion in the current year compared to \$0.9 billion in the prior year. Corporate results in the current year included a pension settlement charge of \$117 million, a \$49 million charge related to a discontinued software project, restructuring charges of \$24 million primarily related to the reorganization of IT services, and a credit of \$18 million from the effect of changes in agricultural commodity prices on LIFO inventory valuation reserves, compared to a credit of \$2 million in the prior year. Corporate results in the prior year also included \$54 million of restructuring charges primarily related to the reduction of certain positions within the Company's global workforce.

Income taxes of \$245 million increased \$238 million due to a higher effective tax rate and higher earnings before income taxes. The Company's effective tax rate for 2018 increased to 11.9% compared to 0.4% for 2017 due primarily to the low rate in 2017 that was impacted by favorable tax adjustments related to the Tax Cuts and Jobs Act totaling \$379 million. The effective tax rate for the current year also included the final effects of the U.S. tax reform and the 2017 biodiesel tax credit recorded in the first quarter of 2018, along with certain favorable discrete tax items netting to a favorable \$74 million.

Analysis of Statements of Earnings

Processed volumes by product for the years ended December 31, 2018 and 2017 are as follows (in metric tons):

(In thousands)	2018	2017	Change
Oilseeds	36,308	34,733	5 %
Corn	22,343	22,700	(2)%
Total	<u>58,651</u>	<u>57,433</u>	2 %

The Company generally operates its production facilities, on an overall basis, at or near capacity, adjusting facilities individually, as needed, to react to the current margin environment and seasonal local supply and demand conditions. Processed volumes of oilseeds increased due to increasing global demand for oilseed products, particularly meal, and higher crushing volumes in North America due to the reduced soybean crop in Argentina. The overall decrease in corn is primarily related to decreased current year processing after the reconfiguration of the Company's Peoria, Illinois ethanol complex in the third quarter of fiscal 2017 and production issues in the Decatur, Illinois corn complex in 2018.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Revenues by segment for the years ended December 31, 2018 and 2017 are as follows:

(In millions)	2018	2017	Change
Origination			
Merchandising and Handling	\$ 24,816	\$ 23,915	\$ 901
Transportation	244	209	35
Total Origination	<u>25,060</u>	24,124	936
Oilseeds			
Crushing and Origination	16,943	14,171	2,772
Refining, Packaging, Biodiesel, and Other	7,888	8,217	(329)
Total Oilseeds	<u>24,831</u>	22,388	2,443
Carbohydrate Solutions			
Starches and Sweeteners	6,696	6,565	131
Bioproducts	3,583	3,841	(258)
Total Carbohydrate Solutions	<u>10,279</u>	10,406	(127)
Nutrition			
Wild Flavors and Specialty Ingredients	2,571	2,367	204
Animal Nutrition	1,219	1,156	63
Total Nutrition	<u>3,790</u>	3,523	267
Other			
Total Other	<u>381</u>	387	(6)
Total	<u>\$ 64,341</u>	\$ 60,828	\$ 3,513

Revenues and cost of products sold in commodity merchandising and processing businesses are significantly correlated to the underlying commodity prices and volumes. In periods of significant changes in commodity prices, the underlying performance of the Company is better evaluated by looking at margins since both revenues and cost of products sold, particularly in Oilseeds and Origination, generally have a relatively equal impact from commodity price changes which generally result in an insignificant impact to gross profit.

Revenues increased \$3.5 billion or 6%, to \$64.3 billion due principally to higher sales prices (\$2.3 billion) and higher sales volumes (\$1.2 billion). The increase in sales prices and volumes was due primarily to increases in corn and soybean meal. Origination revenues increased 4% to \$25.1 billion due to higher sales prices (\$2.1 billion), partially offset by lower sales volumes (\$1.2 billion). Oilseeds revenues increased 11% to \$24.8 billion due to higher sales volumes (\$2.0 billion) and higher sales prices (\$0.4 billion). Carbohydrate Solutions revenues decreased 1% to \$10.3 billion due to lower sales prices (\$0.2 billion), partially offset by higher sales volumes (\$0.1 billion). Nutrition revenues increased 8% to \$3.8 billion due to higher sales volumes (\$0.3 billion).

Cost of products sold increased \$2.9 billion to \$60.2 billion due principally to higher sales volumes and higher prices for commodities. Included in cost of products sold was a credit of \$18 million from the effect of changes in agricultural commodity prices on LIFO inventory valuation reserves compared to \$2 million in the prior year. Manufacturing expenses increased \$0.2 billion to \$5.4 billion due principally to increased energy cost, railroad maintenance expense that has an offsetting benefit in income tax expense, and other individually insignificant increases in certain expense categories.

Foreign currency translation impacts increased both revenues and cost of products sold by \$0.4 billion.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Gross profit increased \$0.7 billion or 19%, to \$4.2 billion. Higher results in Crushing and Origination (\$490 million), Refining, Packaging, Biodiesel, and Other (\$99 million), Merchandising and Handling (\$204 million), and Wild Flavors and Specialty Ingredients (\$76 million) were partially offset by lower results in Bioproducts (\$103 million) and Other (\$36 million). These factors are explained in the segment operating profit discussion on page 33. The effect of changes in agricultural commodity prices on LIFO inventory valuation reserves had a positive impact on gross profit of \$18 million compared to \$2 million in the prior year.

Selling, general, and administrative expenses increased 9% to \$2.2 billion due principally to higher performance-related compensation accruals and increased pension and project-related expenses.

Asset impairment, exit, and restructuring costs decreased \$2 million to \$171 million. Current year charges consisted of \$56 million of impairment of certain long-lived assets, a \$12 million impairment of an equity investment, a \$21 million impairment related to a long-term financing receivable, and \$9 million of other individually insignificant impairment and restructuring charges (presented as specified items within segment operating profit), and a \$49 million charge related to a discontinued software project, \$18 million of restructuring charges related to the reorganization of IT services and \$6 million of individually insignificant restructuring charges in Corporate. Prior year charges consisted of \$63 million of asset impairments related to the reconfiguration of the Company's Peoria, Illinois ethanol complex, \$20 million of asset impairments related to the closure of a facility, and \$36 million of several individually insignificant asset impairments and restructuring charges presented as specified items within segment operating profit, and \$54 million of restructuring charges in Corporate primarily related to the reduction of certain positions within the Company's global workforce.

Interest expense increased \$34 million to \$364 million primarily due to higher interest rates on short-term debt and higher borrowings.

Equity in earnings of unconsolidated affiliates increased \$62 million to \$518 million due to earnings from a new equity investment and higher earnings from the Company's equity investments in CIP and Olenex, partially offset by lower earnings from other equity investments.

Other expense - net of \$101 million increased \$111 million from net income of \$10 million. Current year expense included foreign exchange losses and a non-cash pension settlement charge of \$117 million related to the purchase of a group annuity contract that irrevocably transferred the future benefit obligations and annuity administration for certain U.S. salaried retirees under the Company's ADM Retirement Plan. These expenses were partially offset by gains on disposals of businesses, an equity investment, and individually insignificant assets in the ordinary course of business, and other income. Prior year net income included gains related to the sale of the crop risk services business and disposals of other individually insignificant assets in the ordinary course of business, partially offset by an adjustment of the proceeds of the 2015 sale of the cocoa business, changes in contingent settlement provisions, a charge related to the early redemption of the Company's \$559 million notes due March 15, 2018, and foreign exchange losses.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Segment operating profit, adjusted segment operating profit (a non-GAAP measure), and earnings before income taxes for the years ended December 31, 2018 and 2017 are as follows:

Segment Operating Profit	2018	2017	Change
	(In millions)		
Origination			
Merchandising and Handling	\$ 442	\$ 318	\$ 124
Transportation	104	86	18
Total Origination	<u>546</u>	<u>404</u>	<u>142</u>
Oilseeds			
Crushing and Origination	748	237	511
Refining, Packaging, Biodiesel, and Other	383	259	124
Asia	343	329	14
Total Oilseeds	<u>1,474</u>	<u>825</u>	<u>649</u>
Carbohydrate Solutions			
Starches and Sweeteners	894	930	(36)
Bioproducts	51	148	(97)
Total Carbohydrate Solutions	<u>945</u>	<u>1,078</u>	<u>(133)</u>
Nutrition			
Wild Flavors and Specialty Ingredients	318	279	39
Animal Nutrition	21	33	(12)
Total Nutrition	<u>339</u>	<u>312</u>	<u>27</u>
Other	<u>58</u>	<u>51</u>	<u>7</u>
Total Other	<u>58</u>	<u>51</u>	<u>7</u>
Specified Items:			
Gains on sales of assets and businesses	13	22	(9)
Impairment, restructuring, and settlement charges	(102)	(160)	58
Hedge timing effects	—	4	(4)
Total Specified Items	<u>(89)</u>	<u>(134)</u>	<u>45</u>
Total Segment Operating Profit	\$ 3,273	\$ 2,536	\$ 737
Adjusted Segment Operating Profit ⁽¹⁾	\$ 3,362	\$ 2,670	\$ 692
Segment Operating Profit	\$ 3,273	\$ 2,536	\$ 737
Corporate	(1,213)	(927)	(286)
Earnings Before Income Taxes	<u>\$ 2,060</u>	<u>\$ 1,609</u>	<u>\$ 451</u>

⁽¹⁾ Adjusted segment operating profit is segment operating profit excluding the listed specified items.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Origination operating profit increased 35%. Merchandising and Handling was up significantly year-over-year. Global trade delivered strong results due to increased volumes, strong margins, and improved opportunities in the soybean and feedstuff value chain. North American grain was up due to improved margins and higher volumes. Transportation was up due primarily to higher freight rates.

Oilseeds operating profit increased 79%. Crushing and Origination results increased due to a strong global demand and margin environment. The reduced soybean crop in Argentina combined with continued good global meal demand resulted in strong crushing margins and volumes. South America saw strong origination volumes and improving margins as farmer selling accelerated. Refining, Packaging, Biodiesel, and Other results were higher mainly due to the 2017 biodiesel tax credit of approximately \$120 million which was approved and received in the first quarter of 2018, solid biodiesel results, and higher earnings from the Company's investment in Olenex, partially offset by weaker peanut shelling margins primarily caused by large peanut inventories and difficult market conditions. Asia results increased due to higher earnings from the Company's investment in Wilmar.

Carbohydrate Solutions operating profit decreased 12%. Starches and Sweeteners results decreased due to lower margins and volumes in liquid sweeteners mainly due to production issues in the Decatur, Illinois corn complex partially offset by improved results from starches and dry sweeteners. Bioproducts results were down as near record industry fuel ethanol inventories pressured margins and production issues in the Decatur, IL corn complex increased costs, partially offset by effective ethanol risk management.

Nutrition operating profit increased 9%. Wild Flavors and Specialty Ingredients results were up due to improved earnings across the segment and higher sales volumes related to contributions from new acquisitions and organic growth. In Wild Flavors, an improved portfolio mix boosted sales and margins. Health and Wellness improved driven largely by increased contributions from bioactives. Specialty Ingredients was up due to improved volumes and margins in proteins and increased sales in fibers partially offset by lower results in polyols. Animal Nutrition was down due to operational issues in Decatur, IL that constrained lysine production volumes and increased manufacturing costs partially offset by improved premix and commercial feed margins.

Other operating profit increased 14% primarily due to stronger results from its futures commission brokerage business due to higher short-term interest rates, partially offset by lower underwriting results from the Company's captive insurance operations during the first half of 2018.

Corporate results are as follows:

(In millions)	2018	2017	Change
LIFO credit (charge)	\$ 18	\$ 2	\$ 16
Interest expense - net	(321)	(310)	(11)
Unallocated corporate costs	(660)	(470)	(190)
Acquisition-related expenses	(8)	—	(8)
Loss on debt extinguishment	—	(11)	11
Impairment, restructuring, and settlement charges	(190)	(54)	(136)
Other charges	(52)	(84)	32
Total Corporate	<u>\$ (1,213)</u>	<u>\$ (927)</u>	<u>\$ (286)</u>

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Item 7.

Corporate results were a net charge of \$1.2 billion in the current year compared to \$0.9 billion in the prior year. The effect of changes in agricultural commodity prices on LIFO inventory valuation reserves resulted in a credit of \$18 million in the current year compared to a credit of \$2 million in the prior year. Interest expense - net increased \$11 million due to higher interest rates on short-term debt and higher borrowings, partially offset by interest income related to a tax credit and lower-tax related expense. Unallocated corporate costs increased \$190 million due principally to higher performance-related compensation accruals, increased pension and project-related expenses, and railroad maintenance expense that has an offsetting benefit in income tax expense. Acquisition-related expenses in the current year related to expenses and losses on foreign currency derivative contracts entered into to economically hedge certain acquisitions. Loss on debt extinguishment in the prior period related to the early redemption of the \$559 million aggregate principal amount of 5.45% notes due on March 15, 2018. Impairment, restructuring, and settlement charges in the current year included a pension settlement charge of \$117 million, a \$49 million charge related to a discontinued software project, and restructuring charges of \$24 million primarily related to the reorganization of IT services compared to restructuring charges related to the reduction of certain positions within the Company's global workforce of \$54 million in the prior year. Other charges decreased \$32 million primarily due to improved results in the Company's investment in CIP and lower non-service cost related pension expenses.

Non-GAAP Financial Measures

The Company uses adjusted earnings per share (EPS), adjusted earnings before taxes, interest, and depreciation and amortization (EBITDA), and adjusted segment operating profit, non-GAAP financial measures as defined by the Securities and Exchange Commission, to evaluate the Company's financial performance. These performance measures are not defined by accounting principles generally accepted in the United States and should be considered in addition to, and not in lieu of, GAAP financial measures.

Adjusted EPS is defined as diluted EPS adjusted for the effects on reported diluted EPS of specified items. Adjusted EBITDA is defined as earnings before taxes, interest, and depreciation and amortization, adjusted for specified items. The Company calculates adjusted EBITDA by removing the impact of specified items and adding back the amounts of interest expense and depreciation and amortization to earnings before income taxes. Adjusted segment operating profit is segment operating profit adjusted, where applicable, for specified items.

Management believes that adjusted EPS, adjusted EBITDA, and adjusted segment operating profit are useful measures of the Company's performance because they provide investors additional information about the Company's operations allowing better evaluation of underlying business performance and better period-to-period comparability. Adjusted EPS, adjusted EBITDA, and adjusted segment operating profit are not intended to replace or be an alternative to diluted EPS, earnings before income taxes, and segment operating profit, respectively, the most directly comparable amounts reported under GAAP.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

The table below provides a reconciliation of diluted EPS to adjusted EPS for the years ended December 31, 2018 and 2017.

	2018		2017	
	In millions	Per share	In millions	Per share
Average number of shares outstanding - diluted	567		572	
Net earnings and reported EPS (fully diluted)	\$ 1,810	\$ 3.19	\$ 1,595	\$ 2.79
Adjustments:				
LIFO charge (credit) (net of tax of \$4 million in 2018 and \$1 million in 2017) ⁽¹⁾	(14)	(0.02)	(1)	—
(Gains) Losses on sales of assets and businesses (net of tax of \$0 million in 2018 and \$32 million in 2017) ⁽²⁾	(13)	(0.02)	10	0.02
Asset impairment, restructuring, and settlement charges (net of tax of \$66 million in 2018 and \$70 million in 2017) ⁽²⁾	226	0.40	144	0.25
Acquisition-related expenses (net of tax of \$2 million) ⁽²⁾	6	0.01	—	—
Loss on debt extinguishment (net of tax of \$4 million) ⁽¹⁾	—	—	7	0.01
Tax adjustments ⁽³⁾	(33)	(0.06)	(366)	(0.64)
Adjusted net earnings and adjusted EPS	\$ 1,982	\$ 3.50	\$ 1,389	\$ 2.43

⁽¹⁾ Tax effected using the Company's U.S. tax rate.

⁽²⁾ Tax effected using the applicable tax rates.

⁽³⁾ Includes tax adjustments related to the U.S. Tax Cuts and Jobs Act.

The tables below provide a reconciliation of earnings before income taxes to adjusted EBITDA and adjusted EBITDA by segment for the years ended December 31, 2018 and 2017.

(In millions)	2018	2017	Change
Earnings before income taxes	\$ 2,060	\$ 1,609	\$ 451
Interest expense	364	330	34
Depreciation and amortization	941	924	17
LIFO charge (credit)	(18)	(2)	(16)
(Gains) Losses on sales of assets and businesses	(13)	(22)	9
Asset impairment, restructuring, and settlement charges	292	214	78
Acquisition-related expenses	8	—	8
Loss on debt extinguishment	—	11	(11)
Adjusted EBITDA	\$ 3,634	\$ 3,064	\$ 570

(In millions)	2018	2017	Change
Origination	\$ 717	\$ 581	136
Oilseeds	1,693	1,039	654
Carbohydrate Solutions	1,282	1,415	(133)
Nutrition	486	450	36
Other	92	69	23
Corporate	(636)	(490)	(146)
Adjusted EBITDA	\$ 3,634	\$ 3,064	\$ 570

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Year Ended December 31, 2017 Compared to Year Ended December 31, 2016

As an agricultural commodity-based business, the Company is subject to a variety of market factors which affect the Company's operating results. In Origination, U.S. export competitiveness was strong during the first half of 2017 but weakened during the second half due to the large crops in South America. Overall low market volatility continued due to surplus in the global market. In Carbohydrate Solutions, demand and prices for sweeteners and starches remained solid in North America while co-product prices were stable. Ethanol continues to face a challenging environment. Although ethanol demand remained strong both in North America and export markets due to favorable gasoline blending economics and ethanol's continuing status as a competitive octane enhancer, U.S. industry ethanol production also remained at high levels which limited margins. Global oilseeds processing volumes remained strong, but ample supply of competing proteins and abundance of Argentine meal and oil in world markets pressured margins. Slow selling by farmers in Brazil continues to depress grain origination margins despite strong export volumes. While demand and margins for refined oil remained solid across all regions, uncertainty surrounding the U.S. biodiesel tax credit has negatively impacted biodiesel margins. Nutrition benefited from strong demand for flavor ingredients and flavor systems, but continued to be adversely affected by start-up costs and margin pressure in certain non-flavor food ingredient markets.

Net earnings attributable to controlling interests increased \$0.3 billion to \$1.6 billion. Segment operating profit decreased \$0.2 billion to \$2.5 billion. Included in segment operating profit in 2017 was a net charge of \$134 million consisting of a net gain on sales of assets and businesses, impairment, restructuring, and settlement charges, and corn hedge timing effects. Included in segment operating profit in 2016 was income of \$81 million consisting of a net gain on sales of assets and businesses/revaluation, impairment and restructuring charges, and corn hedge timing effects. Adjusted segment operating profit increased \$47 million to \$2.7 billion due to solid results in Carbohydrate Solutions, partially offset by weaker South American origination margins, lower soybean crush margins, and weaker results in some specialty ingredients. Corporate results were a net charge of \$927 million in 2017 compared to \$882 million in 2016. Corporate results in 2017 included a credit of \$2 million from the effect of changes in agricultural commodity prices on LIFO inventory valuation reserves, compared to a charge of \$19 million in 2016.

Income taxes decreased \$527 million due to lower earnings before income taxes and a lower effective tax rate. The Company's effective tax rate for 2017 decreased to 0.4% compared to 29.3% for 2016 due primarily to the estimated impact of the Tax Cuts and Jobs Act (the "Act"). Excluding the impact of the Act, the Company's effective tax rate for 2017 would have decreased from 29.3% to approximately 24.0% due primarily to the impact of changes in discrete tax items, including the favorable resolution of an uncertain tax position related to a 2014 acquisition and return to provision adjustments in the current year, partially offset by changes in the geographic mix of pre-tax earnings and the expiration of U.S. tax credits, including the biodiesel credit, at the end of 2016 (see Note 13 in Item 8 for more information).

Analysis of Statements of Earnings

Processed volumes by product for the years ended December 31, 2017 and 2016 are as follows (in metric tons):

(In thousands)	2017	2016	Change
Oilseeds	34,733	33,788	3%
Corn	22,700	22,273	2%
Total	57,433	56,061	2%

The Company generally operates its production facilities, on an overall basis, at or near capacity, adjusting facilities individually, as needed, to react to the current margin environment and seasonal local supply and demand conditions. Processed volumes of oilseeds increased due to the strong demand environment for soybean meal and canola oil. The overall increase in corn is due to the strong demand environment for ethanol, partially offset by the production disruption in one of the Company's plants due to a water main break in the first quarter and the reconfiguration of the Company's Peoria, Illinois ethanol complex.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Revenues by segment for the years ended December 31, 2017 and 2016 are as follows:

(In millions)	2017	2016	Change
Origination			
Merchandising and Handling	\$ 23,915	\$ 25,522	\$ (1,607)
Transportation	209	224	(15)
Total Origination	<u>24,124</u>	<u>25,746</u>	<u>(1,622)</u>
Oilseeds			
Crushing and Origination	14,171	14,034	137
Refining, Packaging, Biodiesel, and Other	8,217	7,920	297
Total Oilseeds	<u>22,388</u>	<u>21,954</u>	<u>434</u>
Carbohydrate Solutions			
Starches and Sweeteners	6,565	6,413	152
Bioproducts	3,841	4,302	(461)
Total Carbohydrate Solutions	<u>10,406</u>	<u>10,715</u>	<u>(309)</u>
Nutrition			
Wild Flavors and Specialty Ingredients	2,367	2,466	(99)
Animal Nutrition	1,156	1,057	99
Total Nutrition	<u>3,523</u>	<u>3,523</u>	<u>—</u>
Other			
	387	408	(21)
Total Other	<u>387</u>	<u>408</u>	<u>(21)</u>
Total	<u>\$ 60,828</u>	<u>\$ 62,346</u>	<u>\$ (1,518)</u>

Revenues and cost of products sold in commodity merchandising and processing businesses are significantly correlated to the underlying commodity prices and volumes. In periods of significant changes in commodity prices, the underlying performance of the Company is better evaluated by looking at margins since both revenues and cost of products sold, particularly in Oilseeds and Origination, generally have a relatively equal impact from commodity price changes which generally result in an insignificant impact to gross profit.

Revenues decreased \$1.5 billion, or 2%, to \$60.8 billion due to lower sales volumes (\$1.4 billion) and lower average sales prices (\$0.1 billion). The decrease in sales volumes was due principally to a decrease in volumes of unprocessed commodities, in particular volumes of soybeans, corn, rapeseed, and wheat. Origination revenues decreased 6% to \$24.1 billion due to lower sales volumes (\$1.5 billion) and lower average sales prices (\$0.1 billion). Oilseeds revenues increased 2% to \$22.4 billion due to higher sales volumes (\$0.4 billion). Carbohydrate Solutions revenues decreased 3% to \$10.4 billion due to lower sales volumes (\$0.3 billion). Nutrition revenues of \$3.5 billion were comparable to 2016.

Cost of products sold decreased \$1.4 billion to \$57.3 billion due principally to lower sales volumes. Included in cost of products sold is a credit of \$2 million from the effect of changes in agricultural commodity prices on LIFO inventory valuation reserves compared to a charge of \$19 million in 2016. Manufacturing expenses increased \$0.1 billion to \$5.2 billion due to increased expenses for energy, operating and maintenance supplies, and contracted labor, and higher salaries and benefits.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Gross profit decreased \$0.1 billion or 3%, to \$3.5 billion. Lower results in soybean processing (\$159 million) and grain origination (\$86 million) were partially offset by higher results in canola processing (\$41 million), sweeteners and starches (\$44 million), and animal nutrition (\$39 million). These factors are explained in the segment operating profit discussion on page 40. The effect of changes in agricultural commodity prices on LIFO inventory valuation reserves had a \$2 million positive impact on gross profit compared to a negative impact of \$19 million in 2016.

Selling, general, and administrative expenses of \$2.0 billion were comparable to 2016. Expenses in 2017 included increased salaries and benefits cost related to further investments in the Company's business transformation, IT, research and development, and innovation initiatives. Expenses in 2016 included expenses related to the settlement of a legal matter.

Asset impairment, exit, and restructuring costs increased \$118 million to \$173 million. Charges in 2017 consisted of \$63 million of asset impairments related to the reconfiguration of the Company's Peoria, Illinois ethanol complex, \$20 million of asset impairments primarily related to the closure of a facility, \$36 million of several individually insignificant asset impairments and restructuring charges presented as specified items within segment operating profit, and \$54 million of restructuring charges in Corporate primarily related to the reduction of certain positions within the Company's global workforce. Charges in 2016 included \$32 million of individually insignificant fixed asset impairment and restructuring charges presented as specified items within segment operating profit, \$11 million of software impairment in Corporate, \$6 million of other-than-temporary impairment charges on the Company's investment in two available for sale equity securities in Corporate, and \$6 million of individually insignificant fixed asset impairment and restructuring charges in Corporate.

Interest expense increased \$37 million to \$330 million primarily due to higher interest rates on short-term debt, the issuance of the \$1 billion fixed-rate notes in August 2016, and interest related to an amended foreign income tax, partially offset by the retirement of the \$261 million bond that matured in April 2017. Interest expense in 2016 also included a credit of \$8 million for the revaluation of the mandatorily redeemable 10% interest in Harvest Innovations.

Equity in earnings of unconsolidated affiliates increased \$164 million to \$456 million primarily due to higher earnings from the Company's investment in Wilmar resulting from the increased ownership stake in and higher results from Wilmar and improved results from the Company's equity investment in CIP, partially offset by losses from a new equity investment and decreased earnings resulting from the disposal of an equity investment.

Other income - net decreased \$110 million to \$37 million. Income in 2016 included realized additional consideration related to the sale of the Company's equity investment in Gruma S.A.B. de C.V. in December 2012, recovery of loss provisions and gain related to the sale of the Company's Brazilian sugar ethanol facilities, a gain related to the revaluation of the remaining interest to settlement value in conjunction with the acquisition of Amazon Flavors, and loss on sale of other individually immaterial assets. Income in 2017 included gains related to the sale of the crop risk services business and disposals of other individually insignificant assets in the ordinary course of business, partially offset by an adjustment of the proceeds of the 2015 sale of the cocoa business, changes in contingent settlement provisions, a charge related to the full redemption of the Company's \$559 million notes due March 15, 2018, and foreign exchange losses.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Operating profit by segment and earnings before income taxes for the years ended December 31, 2017 and 2016 are as follows:

Segment Operating Profit	2017	2016	Change
	(In millions)		
Origination			
Merchandising and Handling	\$ 318	\$ 243	\$ 75
Transportation	86	119	(33)
Total Origination	404	362	42
Oilseeds			
Crushing and Origination	237	380	(143)
Refining, Packaging, Biodiesel, and Other	259	319	(60)
Asia	329	154	175
Total Oilseeds	825	853	(28)
Carbohydrate Solutions			
Sweeteners and Starches	930	867	63
Bioproducts	148	134	14
Total Carbohydrate Solutions	1,078	1,001	77
Nutrition			
Wild Flavors and Specialty Ingredients	279	271	8
Animal Nutrition	33	2	31
Total Nutrition	312	273	39
Other	51	134	(83)
Total Other	51	134	(83)
Specified Items:			
Gains on sales of assets and businesses	22	114	(92)
Impairment, restructuring, and exit charges	(160)	(32)	(128)
Hedge timing effects	4	(1)	5
Total Specified Items	(134)	81	(215)
Total Segment Operating Profit	2,536	2,704	(168)
Adjusted Segment Operating Profit ⁽¹⁾	2,670	2,623	47
Segment Operating Profit	2,536	2,704	(168)
Corporate	(927)	(882)	(45)
Earnings Before Income Taxes	\$ 1,609	\$ 1,822	\$ (213)

⁽¹⁾ Adjusted segment operating profit is segment operating profit excluding the above specified items.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Origination operating profit increased 12%. Merchandising and Handling operating results increased due to improved Global Trade execution and strong destination marketing volume growth. Merchandising and Handling results also included a gain related to a confidential legal settlement, and a \$42 million net recovery of property damage costs and business interruption losses related to the Company's New Orleans, Louisiana export facility. Transportation results decreased due to river conditions and lower barge freight volumes and margins.

Oilseeds operating profit decreased 3%. Crushing and Origination operating profit decreased from the prior year. Higher softseed results in North America and Europe were more than offset by weaker soybean crush margins due to ample supply of alternative proteins competing with soybean meal. In addition, improved South American soybean crushing results were more than offset by weak grain origination margins throughout the year. Refining, Packaging, Biodiesel, and Other operating profit declined due to weaker biodiesel and specialty oils margins partially offset by higher results in South American packaged oils and the global peanut business. Asia results increased on higher earnings from the Company's investment in Wilmar due to the increased ownership stake in and higher results from Wilmar.

Carbohydrate Solutions operating profit increased 8%. Starches and Sweeteners operating profit increased due to improved domestic demand and higher volumes and margins from the international business. Bioproducts profit increased due to higher trading results partially offset by slightly lower ethanol margins.

Nutrition operating profit increased 14%. Wild Flavors and Specialty Ingredients operating profit increased due the continuing strong demand for flavor ingredients and flavor systems across all regions, partially offset by lower results in specialty ingredients due in part to operational start-up costs. Animal Nutrition operating profit increased due to improved lysine margins partially offset by lower volumes caused by a mild winter.

Other operating profit decreased 62% primarily due to losses from the Company's captive insurance operations and lower results from its futures commission brokerage business. Results in 2017 included settlement of insurance claims from the Company's Origination segment totaling \$50 million related to the New Orleans, Louisiana export facility.

Corporate results are as follows:

(In millions)	2017	2016	Change
LIFO credit (charge)	\$ 2	\$ (19)	\$ 21
Interest expense - net	(310)	(282)	(28)
Unallocated corporate costs	(470)	(457)	(13)
Loss on debt extinguishment	(11)	—	(11)
Asset impairment, restructuring, and settlement charges	(54)	(85)	31
Post-retirement benefit adjustment	—	38	(38)
Loss on sale of asset	—	(5)	5
Other charges	(84)	(72)	(12)
Total Corporate	<u>\$ (927)</u>	<u>\$ (882)</u>	<u>\$ (45)</u>

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Corporate results were a net charge of \$927 million in 2017 compared to \$882 million in 2016. The effect of changes in agricultural commodity prices on LIFO inventory valuation reserves resulted in a credit of \$2 million in 2017 compared to a charge of \$19 million in 2016. Interest expense - net increased \$28 million due principally to higher interest rates on short-term debt, the issuance of \$1 billion fixed-rate debt in August 2016, and interest related to an amended foreign income tax return, partially offset by the retirement of the \$261 million bond that matured in April 2017 and the absence of the original Harvest Innovation adjustment of buy-out liability in May 2016. Unallocated corporate costs increased \$13 million due principally to increased investments in the Company's business transformation, IT, research and development, and innovation initiatives partially offset by the absence of the railroad maintenance expense in 2016. Loss on debt extinguishment related to the early redemption of the Company's \$559 million aggregate principal amount of 5.45% notes due on March 15, 2018. Asset impairment, restructuring, and settlement charges in 2017 related to the reduction of certain positions within the Company's global workforce compared to charges in 2016 which consisted of legal settlement costs and legal fees, a software impairment charge, other-than-temporary impairment charges on the Company's investments in two available for sale equity securities, and other asset impairment and restructuring charges. Post-retirement benefit adjustment related to the U.S. retiree medical benefit curtailment gain. Loss on sale of asset related to the sale of an investment, partially offset by a gain related to a U.S. retiree medical benefit plan curtailment. Other charges increased \$12 million due principally to lower results from the Company's equity investment in CIP.

Non-GAAP Financial Measures

The Company uses adjusted earnings per share (EPS), adjusted earnings before taxes, interest, and depreciation and amortization (EBITDA), and adjusted segment operating profit, non-GAAP financial measures as defined by the Securities and Exchange Commission, to evaluate the Company's financial performance. These performance measures are not defined by accounting principles generally accepted in the United States and should be considered in addition to, and not in lieu of, GAAP financial measures.

Adjusted EPS is defined as diluted EPS adjusted for the effects on reported diluted EPS of specified items. Adjusted EBITDA is defined as earnings before taxes, interest, and depreciation and amortization, adjusted for specified items. The Company calculates adjusted EBITDA by removing the impact of specified items and adding back the amounts of interest expense and depreciation and amortization to earnings before income taxes. Adjusted segment operating profit is segment operating profit adjusted, where applicable, for specified items.

Management believes that adjusted EPS, adjusted EBITDA, and adjusted segment operating profit are useful measures of the Company's performance because they provide investors additional information about the Company's operations allowing better evaluation of underlying business performance and better period-to-period comparability. Adjusted EPS, adjusted EBITDA, and adjusted segment operating profit are not intended to replace or be an alternative to diluted EPS, earnings before income taxes, and segment operating profit, respectively, the most directly comparable amounts reported under GAAP.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

The table below provides a reconciliation of diluted EPS to adjusted EPS for the years ended December 31, 2017 and 2016.

	2017		2016	
	In millions	Per share	In millions	Per share
Average number of shares outstanding - diluted	572		591	
Net earnings and reported EPS (fully diluted)	\$ 1,595	\$ 2.79	\$ 1,279	\$ 2.16
Adjustments:				
LIFO charge (credit) (net of tax of \$1 million in 2017 and \$7 million in 2016) ⁽¹⁾	(1)	—	12	0.02
(Gains) Losses on sales and revaluation of assets and businesses (net of tax of \$32 million in 2017 and \$17 million in 2016) ⁽²⁾	10	0.02	(92)	(0.15)
Asset impairment, restructuring, and settlement charges (net of tax of \$70 million in 2017 and \$40 million in 2016) ⁽²⁾	144	0.25	77	0.13
Post-retirement benefit curtailment (net of tax of \$14 million) ⁽¹⁾	—	—	(24)	(0.04)
Loss on debt extinguishment (net of tax of \$4 million) ⁽¹⁾	7	0.01	—	—
Tax adjustments ⁽³⁾	(366)	(0.64)	24	0.04
Adjusted net earnings and adjusted EPS	<u>\$ 1,389</u>	<u>\$ 2.43</u>	<u>\$ 1,276</u>	<u>\$ 2.16</u>

⁽¹⁾ Tax effected using the Company's U.S. effective tax rate.

⁽²⁾ Tax effected using the U.S. and other applicable tax rates.

⁽³⁾ Includes tax adjustments related to the 2017 U.S. Tax Cuts and Jobs Act.

The tables below provide a reconciliation of earnings before income taxes to adjusted EBITDA and adjusted EBITDA by segment for the years ended December 31, 2017 and 2016.

(In millions)	2017	2016	Change
Earnings before income taxes	\$ 1,609	\$ 1,822	\$ (213)
Interest expense	330	293	37
Depreciation and amortization	924	900	24
LIFO charge (credit)	(2)	19	(21)
Gain on sale and revaluation of assets	(22)	(109)	87
Asset impairment, restructuring, and settlement charges	214	117	97
Post-retirement benefit adjustment	—	(38)	38
Loss on debt extinguishment	11	—	11
Adjusted EBITDA	<u>\$ 3,064</u>	<u>\$ 3,004</u>	<u>\$ 60</u>

(In millions)	2017	2016	Change
Origination	\$ 581	\$ 539	42
Oilseeds	1,039	1,059	(20)
Carbohydrate Solutions	1,415	1,335	80
Nutrition	450	396	54
Other - Financial	69	144	(75)
Corporate	(490)	(469)	(21)
Adjusted EBITDA	<u>\$ 3,064</u>	<u>\$ 3,004</u>	<u>\$ 60</u>

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Liquidity and Capital Resources

A Company objective is to have sufficient liquidity, balance sheet strength, and financial flexibility to fund the operating and capital requirements of a capital intensive agricultural commodity-based business. The Company depends on access to credit markets, which can be impacted by its credit rating and factors outside of the Company's control, to fund its working capital needs and capital expenditures. The primary source of funds to finance the Company's operations, capital expenditures, and advancement of its growth strategy is cash generated by operations and lines of credit, including a commercial paper borrowing facility. In addition, the Company believes it has access to funds from public and private equity and debt capital markets in both U.S. and international markets.

Cash used in operating activities was \$4.8 billion for 2018 compared to \$6.0 billion in 2017. Working capital changes, including the increase in deferred consideration, decreased cash by \$7.5 billion in the current year compared to \$7.9 billion in the prior year. Trade receivables increased \$0.4 billion due to higher revenues. Inventories decreased \$0.2 billion due to lower inventory quantities.

Increase in deferred consideration in securitized receivables of \$7.8 billion and \$8.2 billion in 2018 and 2017, respectively, was offset by the same amount of net consideration received for beneficial interest obtained for selling trade receivables, which were previously classified as operating activities in the prior year, that are now classified as investing activities in accordance with the amended guidance of Topic 230.

Cash provided by investing activities was \$6.6 billion this year compared to \$7.3 billion last year. Capital expenditures and net assets of businesses acquired were \$0.8 billion and \$0.5 billion, respectively, this year compared to \$1.0 billion and \$0.2 billion, respectively last year. Proceeds from the sale of businesses and assets of \$0.2 billion in the current year were comparable to the prior year. There were immaterial marketable securities sales transactions this year compared to sales of marketable securities, net of purchases, of \$0.4 billion in the prior year. Investments in and advances to affiliates of \$0.2 billion in the current year related to the joint venture with Cargill and investment in Aston Foods compared to \$0.3 billion of additional investment in Wilmar in the prior year. Net consideration received for beneficial interest obtained for selling trade receivables was \$7.8 billion and \$8.2 billion in 2018 and 2017, respectively.

Cash provided by financing activities was \$0.2 billion this year compared to a use of \$1.0 billion last year. Long-term debt borrowings in the current year consisted of the €650 million (\$744 million as of December 31, 2018) aggregate principal amount of 1.0% Notes issued on September 12, 2018 and the December 3, 2018 issuance of \$600 million and \$400 million aggregate principal amounts of 4.5% and 3.375% Notes, respectively. Long-term debt borrowings in the prior year related to the \$500 million aggregate principal amount of 3.75% Notes issued on September 14, 2017. Long-term debt payments in the current year were \$30 million compared to \$0.8 billion in the prior year which primarily related to the full redemption of the \$559 million notes due in 2018 and the retirement of the \$261 million bond that matured in April 2017. The Company issued debt in the current year for general corporate expenses and to pay down commercial paper borrowings. Commercial paper payments in the current year were \$0.7 billion compared to borrowings of \$0.7 billion in the prior year. Share repurchases in the current year were \$0.1 billion compared to \$0.8 billion in the prior year.

At December 31, 2018, the Company had \$2.0 billion of cash, cash equivalents, and short-term marketable securities and a current ratio, defined as current assets divided by current liabilities, of 1.7 to 1. Included in working capital is \$5.6 billion of readily marketable commodity inventories. At December 31, 2018, the Company's capital resources included shareholders' equity of \$19.0 billion and lines of credit, including the accounts receivable securitization programs described below, totaling \$10.4 billion, of which \$8.9 billion was unused. The Company's ratio of long-term debt to total capital (the sum of long-term debt and shareholders' equity) was 29% at December 31, 2018 and 27% at December 31, 2017. The Company uses this ratio as a measure of the Company's long-term indebtedness and an indicator of financial flexibility. The Company's ratio of net debt (the sum of short-term debt, current maturities of long-term debt, and long-term debt less the sum of cash and cash equivalents and short-term marketable securities) to capital (the sum of net debt and shareholders' equity) was 25% at December 31, 2018 and 27% at December 31, 2017. Of the Company's total lines of credit, \$5.0 billion supported the combined U.S. and European commercial paper borrowing programs, against which there was no commercial paper outstanding at December 31, 2018.

As of December 31, 2018, the Company had \$2.0 billion of cash and cash equivalents, \$0.4 billion of which is cash held by foreign subsidiaries whose undistributed earnings are considered indefinitely reinvested. Based on the Company's historical ability to generate sufficient cash flows from its U.S. operations and unused and available U.S. credit capacity of \$5.2 billion, the Company has asserted that these funds are indefinitely reinvested outside the U.S.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

The Company has accounts receivable securitization programs (the "Programs") with certain commercial paper conduit purchasers and committed purchasers. The Programs provide the Company with up to \$1.8 billion in funding against accounts receivable transferred into the Programs and expands the Company's access to liquidity through efficient use of its balance sheet assets (see Note 19 in Item 8 for more information and disclosures on the Programs). As of December 31, 2018, the Company utilized \$1.5 billion of its facility under the Programs. The Programs are due to terminate during the first half of 2019. However, the Company currently expects to extend these Programs upon termination.

On November 5, 2014, the Company's Board of Directors approved a stock repurchase program authorizing the Company to repurchase up to 100,000,000 shares of the Company's common stock during the period commencing January 1, 2015 and ending December 31, 2019. The Company has acquired approximately 87.9 million shares under this program as of December 31, 2018.

The Company expects capital expenditures of \$0.9 billion to \$1.0 billion during 2019. In 2019, the Company expects additional cash outlays of approximately \$0.8 billion in dividends.

The Company's credit facilities and certain debentures require the Company to comply with specified financial and non-financial covenants including maintenance of minimum tangible net worth as well as limitations related to incurring liens, secured debt, and certain other financing arrangements. The Company was in compliance with these covenants as of December 31, 2018.

The three major credit rating agencies have maintained the Company's credit ratings at solid investment grade levels with stable outlooks.

In January 2019, the Company completed the acquisition of Neovia, a French-based global provider of value-added animal nutrition solutions, with 72 production facilities and a presence in 25 countries, for \$1.8 billion (€1.5 billion). The Company funded the transaction using operating cash flows and other sources of liquidity.

Contractual Obligations

In the normal course of business, the Company enters into contracts and commitments which obligate the Company to make payments in the future. The following table sets forth the Company's significant future obligations by time period. Purchases include commodity-based contracts entered into in the normal course of business, which are further described in Item 7A, "Quantitative and Qualitative Disclosures About Market Risk," energy-related purchase contracts entered into in the normal course of business, and other purchase obligations related to the Company's normal business activities. The following table does not include unrecognized income tax benefits of \$107 million as of December 31, 2018 as the Company is unable to reasonably estimate the timing of settlement. Where applicable, information included in the Company's consolidated financial statements and notes is cross-referenced in this table.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Contractual Obligations and Other Commitments	Item 8 Note Reference	Total	Payments Due by Period			
			Less than 1 Year	1 - 3 Years	3 - 5 Years	More than 5 Years
(In millions)						
Purchases						
Inventories		\$ 10,868	\$ 8,473	\$ 2,394	\$ 1	\$ —
Energy		424	258	163	3	—
Other		537	228	137	59	113
Total purchases		<u>11,829</u>	<u>8,959</u>	<u>2,694</u>	<u>63</u>	<u>113</u>
Short-term debt		108	108	—	—	—
Long-term debt	Note 10	8,280	582	682	420	6,596
Estimated interest payments		5,684	328	614	544	4,198
One-time transition tax		202	15	36	51	100
Operating leases	Note 14	808	214	270	147	177
Estimated pension and other postretirement plan contributions ⁽¹⁾	Note 15	141	40	25	23	53
Total		<u>\$ 27,052</u>	<u>\$ 10,246</u>	<u>\$ 4,321</u>	<u>\$ 1,248</u>	<u>\$ 11,237</u>

⁽¹⁾ Includes pension contributions of \$27 million for fiscal 2019. The Company is unable to estimate the amount of pension contributions beyond fiscal year 2019. For more information concerning the Company's pension and other postretirement plans, see Note 15 in Item 8.

At December 31, 2018, the Company estimates it will spend approximately \$1.3 billion through fiscal year 2023 to complete currently approved capital projects which are not included in the table above.

The Company also has outstanding letters of credit and surety bonds of \$1.7 billion at December 31, 2018 which are not included in the table above.

The Company has entered into agreements, primarily debt guarantee agreements related to equity-method investees, which could obligate the Company to make future payments. The Company's liability under these agreements arises only if the primary entity fails to perform its contractual obligation. The Company has collateral for a portion of these contingent obligations.

Off Balance Sheet Arrangements

Accounts Receivable Securitization Programs

Since March 2012, the Company has had an accounts receivable securitization program with certain commercial paper conduit purchasers and committed purchasers. In March 2014, the Company entered into a second accounts receivable securitization program with certain commercial paper conduit purchasers and committed purchasers. See Note 19 of Item 8 for more information about these programs.

Synthetic Leasing Program

The Company is a party to lease agreements under synthetic leasing programs for certain of its U.S. barge and tugboat assets with expiration dates ranging from 2020 to 2024. The agreements are accounted for as operating leases, such that the rent expense is recorded in the consolidated statement of earnings. As of December 31, 2018, outstanding lease balances, including the value of the underlying assets of \$164 million, were off-balance sheet. These agreements provide the Company with the right to use these assets for specified periods in exchange for an obligation to make rental payments. The future lease payments pertaining to these lease agreements are included in the contractual obligations table in Item 7. These leasing programs are utilized primarily to diversify funding sources and to retain flexibility. The Company recorded \$10 million, \$10 million, and \$5 million of rent expense pertaining to synthetic lease payments for the years ended December 31, 2018, 2017, and 2016, respectively.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Item 7.

Critical Accounting Policies

The process of preparing financial statements requires management to make estimates and judgments that affect the carrying values of the Company's assets and liabilities as well as the recognition of revenues and expenses. These estimates and judgments are based on the Company's historical experience and management's knowledge and understanding of current facts and circumstances. Certain of the Company's accounting policies are considered critical, as these policies are important to the depiction of the Company's financial statements and require significant or complex judgment by management. Management has discussed with the Company's Audit Committee the development, selection, disclosure, and application of these critical accounting policies. Following are the accounting policies management considers critical to the Company's financial statements.

Fair Value Measurements - Inventories and Commodity Derivatives

Certain of the Company's inventory and commodity derivative assets and liabilities as of December 31, 2018 are valued at estimated fair values, including \$4.5 billion of merchandisable agricultural commodity inventories, \$0.6 billion of derivative assets, \$0.8 billion of derivative liabilities, and \$0.6 billion of inventory-related payables. Commodity derivative assets and liabilities include forward fixed-price purchase and sale contracts for agricultural commodities. Merchandisable agricultural commodities are freely traded, have quoted market prices, and may be sold without significant additional processing. Management estimates fair value for its commodity-related assets and liabilities based on exchange-quoted prices, adjusted for differences in local markets. The Company's inventory and derivative commodity fair value measurements are mainly based on observable market quotations without significant adjustments and are therefore reported as Level 2 within the fair value hierarchy. Level 3 fair value measurements of approximately \$1.7 billion of assets and \$0.3 billion of liabilities represent fair value estimates where unobservable price components represent 10% or more of the total fair value price. For more information concerning amounts reported as Level 3, see Note 4 in Item 8. Changes in the market values of these inventories and commodity contracts are recognized in the statement of earnings as a component of cost of products sold. If management used different methods or factors to estimate market value, amounts reported as inventories and cost of products sold could differ materially. Additionally, if market conditions change subsequent to year-end, amounts reported in future periods as inventories and cost of products sold could differ materially.

Derivatives – Designated Hedging Activities

The Company, from time to time, uses derivative contracts designated as cash flow hedges to hedge the purchase or sales price of anticipated volumes of commodities to be purchased and processed in a future month, to hedge the purchase price of the Company's anticipated natural gas requirements for certain production facilities, and to hedge the sales price of anticipated volumes of ethanol. Assuming normal market conditions, the change in the market value of such derivative contracts has historically been, and is expected to continue to be, highly effective at offsetting changes in price movements of the hedged item. Gains and losses arising from open and closed hedging transactions are deferred in accumulated other comprehensive income, net of applicable income taxes, and recognized as a component of cost of products sold and revenues in the statement of earnings when the hedged item is recognized. If it is determined that the derivative instruments used are no longer effective at offsetting changes in the price of the hedged item, then the changes in the market value of these exchange-traded futures and exchange-traded and over-the-counter option contracts would be recorded immediately in the statement of earnings as a component of revenues and/or cost of products sold. See Note 5 in Item 8 for additional information.

Investments in Affiliates

The Company applies the equity method of accounting for investments over which the Company has the ability to exercise significant influence. These investments are carried at cost plus equity in undistributed earnings and are adjusted, where appropriate, for amortizable basis differences between the investment balance and the underlying net assets of the investee. Generally, the minimum ownership threshold for asserting significant influence is 20% ownership of the investee. However, the Company considers all relevant factors in determining its ability to assert significant influence including, but not limited to, ownership percentage, board membership, customer and vendor relationships, and other arrangements. If management used a different accounting method for these investments, then the amount of earnings from affiliates the Company recognizes may materially differ.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Income Taxes

The Company accounts for income taxes in accordance with the applicable accounting standards. These standards prescribe a minimum threshold a tax position is required to meet before being recognized in the consolidated financial statements. The Company recognizes in its consolidated financial statements tax positions determined more likely than not to be sustained upon examination, based on the technical merits of the position. The Company frequently faces challenges from U.S. and foreign tax authorities regarding the amount of taxes due. These challenges include questions regarding the timing and amount of deductions and the allocation of income among various tax jurisdictions. In evaluating the exposure associated with various tax filing positions, the Company records reserves for estimates of potential additional tax owed by the Company. For example, the Company has received tax assessments from tax authorities in Brazil and Argentina, challenging income tax positions taken by subsidiaries of the Company. The Company evaluated its tax positions for these matters and concluded, based in part upon advice from legal counsel, that it was appropriate to recognize the tax benefits of these positions (see Note 13 in Item 8 for additional information).

Deferred tax assets represent items to be used as tax deductions or credits in future tax returns where the related tax benefit has already been recognized in the Company's income statement. The realization of the Company's deferred tax assets is dependent upon future taxable income in specific tax jurisdictions, the timing and amount of which are uncertain. The Company evaluates all available positive and negative evidence including estimated future reversals of existing temporary differences, projected future taxable income, tax planning strategies, and recent financial results. Valuation allowances related to these deferred tax assets have been established to the extent the realization of the tax benefit is not likely. During 2018, the Company increased valuation allowances by approximately \$25 million primarily related to certain realized foreign capital losses. To the extent the Company were to favorably resolve matters for which valuation allowances have been established or be required to pay amounts in excess of the aforementioned valuation allowances, the Company's effective tax rate in a given financial statement period may be impacted.

Undistributed earnings of the Company's foreign subsidiaries and the Company's share of the undistributed earnings of affiliated corporate joint venture companies accounted for on the equity method amounting to approximately \$10.5 billion at December 31, 2018, are considered to be indefinitely reinvested.

The Tax Cuts and Jobs Act (the "Act"), which was enacted on December 22, 2017, included a one-time transition tax on accumulated foreign earnings. As a result, the Company recorded a \$369 million provisional impact of the transition tax and a \$220 million beneficial impact on reserves previously established under Accounting Standards Codification Subtopic 740-30, *Income Taxes - Other Considerations or Special Areas*, or a net provisional impact of \$149 million. The Company performed a quarterly review of the provisional tax liability recorded in 2017 as new guidance on the Act was issued in 2018. The Company finalized its calculation of the transition tax and recorded a tax benefit of \$29 million in the fourth quarter of 2018. The Company is currently assessing the impact of pending Treasury Regulations on the Company's transition tax calculation, and will record any adjustment in 2019. The Company elected to pay the one-time transition tax over eight years. Because the Company's undistributed foreign earnings and outside basis differences inherent in foreign entities continue to be indefinitely reinvested in foreign operations, no income taxes have been provided. It is not practicable to determine the amount of unrecognized deferred tax liability related to any remaining undistributed foreign earnings not subject to the transition tax and additional outside basis difference in these entities.

The Act also contains new provisions related to Global Intangible Low Taxed Income (GILTI) and Foreign Derived Intangible Income (FDII) which are effective for fiscal year 2018. The Company made an accounting policy election to treat GILTI as a period cost. During 2018, U.S. tax authorities issued proposed Treasury Regulations addressing some of the tax reform items that were effective in 2018. Once final Treasury Regulations are issued, the Company will record the impact of any changes during 2019. It is also reasonable to expect that global taxing authorities will be reviewing their current legislation for potential modifications in reaction to the implementation of the Act. The additional guidance, along with the potential for additional global tax legislation changes, may affect significant deductions and income inclusions and could have a material adverse effect on the Company's net income or cash flow.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Property, Plant, and Equipment and Asset Abandonments and Write-Downs

The Company is principally engaged in the business of procuring, transporting, storing, processing, and merchandising agricultural commodities and products. This business is global in nature and is highly capital-intensive. Both the availability of the Company's raw materials and the demand for the Company's finished products are driven by factors such as weather, plantings, government programs and policies, changes in global demand, changes in standards of living, and global production of similar and competitive crops. These aforementioned factors may cause a shift in the supply/demand dynamics for the Company's raw materials and finished products. Any such shift will cause management to evaluate the efficiency and cash flows of the Company's assets in terms of geographic location, size, and age of its facilities. The Company, from time to time, will also invest in equipment, technology, and companies related to new, value-added products produced from agricultural commodities and products. These new products are not always successful from either a commercial production or marketing perspective. Management evaluates the Company's property, plant, and equipment for impairment whenever indicators of impairment exist. Assets are written down to fair value after consideration of the ability to utilize the assets for their intended purpose or to employ the assets in alternative uses or sell the assets to recover the carrying value. If management used different estimates and assumptions in its evaluation of these assets, then the Company could recognize different amounts of expense over future periods. During the years ended December 31, 2018, 2017, and 2016, impairment charges for property, plant, and equipment were \$100 million, \$101 million, and \$17 million, respectively. Asset abandonment and impairment charges in 2018 included a \$49 million discontinued software project (see Note 18 in Item 8 for additional information).

Business Combinations

The Company's acquisitions are accounted for as purchases in accordance with Accounting Standards Codification (ASC) Topic 805, *Business Combinations*, as amended. Assets acquired and liabilities assumed are recorded at fair values at acquisition date with the remainder of the purchase price, if any, recorded as goodwill. When determining the fair values of assets acquired and liabilities assumed, management makes significant estimates and assumptions, especially with respect to intangible assets. Critical estimates in valuing certain intangible assets include, but are not limited to, future expected cash flows and discount rates. Although management's estimates of fair value are based upon assumptions believed to be reasonable, actual results may differ.

Goodwill and Other Intangible Assets

Goodwill and intangible assets deemed to have indefinite lives are not amortized but are subject to annual impairment tests. The Company evaluates goodwill for impairment at the reporting unit level annually on October 1 or whenever there are indicators that the carrying value may not be fully recoverable. The Company adopted the provisions of ASC 350, *Intangibles - Goodwill and Other*, which permits, but does not require, a company to qualitatively assess indicators of a reporting unit's fair value. If after completing the qualitative assessment, a company believes it is likely that a reporting unit is impaired, a discounted cash flow analysis is prepared to estimate fair value. Critical estimates in the determination of the fair value of each reporting unit include, but are not limited to, future expected cash flows and discount rates. Definite-lived intangible assets are amortized over their estimated useful lives of 2 to 50 years and are reviewed for impairment whenever there are indicators that the carrying values may not be fully recoverable. The Company recorded impairment charges totaling \$9 million related to customer lists and \$11 million related to computer software during the years ended December 31, 2018 and 2016, respectively. There were no impairment charges recorded for goodwill and intangible assets during the year ended December 31, 2017 (see Note 18 in Item 8 for more information). If management used different estimates and assumptions in its impairment tests, then the Company could recognize different amounts of expense over future periods.

Employee Benefit Plans

The Company provides substantially all U.S. employees and employees at certain international subsidiaries with retirement benefits including defined benefit pension plans and defined contribution plans. The Company provides certain eligible U.S. employees who retire under qualifying conditions with subsidized postretirement health care coverage or Health Care Reimbursement Accounts.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Item 7.

In order to measure the expense and funded status of these employee benefit plans, management makes several estimates and assumptions, including interest rates used to discount certain liabilities, rates of return on assets set aside to fund these plans, rates of compensation increases, employee turnover rates, anticipated mortality rates, and anticipated future health care costs. These estimates and assumptions are based on the Company's historical experience combined with management's knowledge and understanding of current facts and circumstances. Management also uses third-party actuaries to assist in measuring the expense and funded status of these employee benefit plans. If management used different estimates and assumptions regarding these plans, the funded status of the plans could vary significantly, and the Company could recognize different amounts of expense over future periods.

The Company uses the corridor approach when amortizing actuarial losses. Under the corridor approach, net unrecognized actuarial losses in excess of 10% of the greater of the projected benefit obligation or the market related value of plan assets are amortized over future periods. For plans with little to no active participants, the amortization period is the remaining average life expectancy of the participants. For plans with active participants, the amortization period is the remaining average service period of the active participants. The amortization periods range from 4 to 39 years for the Company's defined benefit pension plans and from 6 to 24 years for the Company's postretirement benefit plans.

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The market risk inherent in the Company's market risk sensitive instruments and positions is the potential loss arising from adverse changes in: commodity market prices as they relate to the Company's net commodity position, foreign currency exchange rates, and interest rates as described below.

Commodities

The availability and prices of agricultural commodities are subject to wide fluctuations due to factors such as changes in weather conditions, crop disease, plantings, government programs and policies, competition, changes in global demand, changes in customer preferences and standards of living, and global production of similar and competitive crops.

The Company manages its exposure to adverse price movements of agricultural commodities used for, and produced in, its business operations, by entering into derivative and non-derivative contracts which reduce the Company's overall short or long commodity position. Additionally, the Company uses exchange-traded futures and exchange-traded and over-the-counter option contracts as components of merchandising strategies designed to enhance margins. The results of these strategies can be significantly impacted by factors such as the correlation between the value of exchange-traded commodities futures contracts and the cash prices of the underlying commodities, counterparty contract defaults, and volatility of freight markets. In addition, the Company, from time-to-time, enters into derivative contracts which are designated as hedges of specific volumes of commodities that will be purchased and processed, or sold, in a future month. The changes in the market value of such futures contracts have historically been, and are expected to continue to be, highly effective at offsetting changes in price movements of the hedged item. Gains and losses arising from open and closed designated hedging transactions are deferred in other comprehensive income, net of applicable taxes, and recognized as a component of cost of products sold or revenues in the statement of earnings when the hedged item is recognized.

The Company's commodity position consists of merchandisable agricultural commodity inventories, related purchase and sales contracts, energy and freight contracts, and exchange-traded futures and exchange-traded and over-the-counter option contracts including contracts used to hedge portions of production requirements, net of sales.

The fair value of the Company's commodity position is a summation of the fair values calculated for each commodity by valuing all of the commodity positions at quoted market prices for the period, where available, or utilizing a close proxy. The Company has established metrics to monitor the amount of market risk exposure, which consist of volumetric limits, and value-at-risk (VaR) limits. VaR measures the potential loss, at a 95% confidence level, that could be incurred over a one year period. Volumetric limits are monitored daily and VaR calculations and sensitivity analysis are monitored weekly.

In addition to measuring the hypothetical loss resulting from an adverse two standard deviation move in market prices (assuming no correlations) over a one year period using VaR, sensitivity analysis is performed measuring the potential loss in fair value resulting from a hypothetical 10% adverse change in market prices. The highest, lowest, and average weekly position for the years ended December 31, 2018 and 2017 together with the market risk from a hypothetical 10% adverse price change is as follows:

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK (Continued)

Long/(Short)	December 31, 2018		December 31, 2017	
	Fair Value	Market Risk	Fair Value	Market Risk
	(In millions)			
Highest position	\$ 434	\$ 43	\$ 455	\$ 46
Lowest position	25	2	(82)	(8)
Average position	237	24	213	21

The change in fair value of the average position was principally the result of an increase in prices underlying the weekly commodity position partially offset by a decrease in quantities.

Currencies

The Company has consolidated subsidiaries in more than 80 countries. For the majority of the Company's subsidiaries located outside the United States, the local currency is the functional currency except certain significant subsidiaries in Switzerland where Euro is the functional currency, and Brazil and Argentina where U.S. dollar is the functional currency. To reduce the risks associated with foreign currency exchange rate fluctuations, the Company enters into currency exchange contracts to minimize its foreign currency position related to transactions denominated primarily in Euro, British pound, Canadian dollar, and Brazilian real currencies. These currencies represent the major functional or local currencies in which recurring business transactions occur. The Company does not use currency exchange contracts as hedges against amounts indefinitely invested in foreign subsidiaries and affiliates. The currency exchange contracts used are forward contracts, swaps with banks, exchange-traded futures contracts, and over-the-counter options. The changes in market value of such contracts have a high correlation to the price changes in the currency of the related transactions. The potential loss in fair value for such net currency position resulting from a hypothetical 10% adverse change in foreign currency exchange rates is not material.

The amount the Company considers indefinitely invested in foreign subsidiaries and affiliates and translated into dollars using the year-end exchange rates is \$8.7 billion and \$8.2 billion (\$10.5 billion and \$9.4 billion at historical rates) at December 31, 2018 and 2017, respectively. The increase is due to the increase in retained earnings of the foreign subsidiaries and affiliates of \$1.1 billion partially offset by the depreciation of foreign currencies versus the U.S. dollar of \$0.6 billion. The potential loss in fair value, which would principally be recognized in Other Comprehensive Income, resulting from a hypothetical 10% adverse change in quoted foreign currency exchange rates is \$870 million and \$820 million for December 31, 2018 and 2017, respectively. Actual results may differ.

Interest

The fair value of the Company's long-term debt is estimated using quoted market prices, where available, and discounted future cash flows based on the Company's current incremental borrowing rates for similar types of borrowing arrangements. Such fair value exceeded the long-term debt carrying value. Market risk is estimated as the potential increase in fair value resulting from a hypothetical 50 basis points decrease in interest rates. Actual results may differ.

	December 31, 2018		December 31, 2017	
	(In millions)			
Fair value of long-term debt	\$	8,434	\$	7,777
Excess of fair value over carrying value		736		1,155
Market risk		405		384

The increase in fair value of long-term debt at December 31, 2018 is primarily due to increased borrowings.

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

<u>Financial Statements</u>	<u>Page No.</u>
<u>Consolidated Statements of Earnings</u>	<u>52</u>
<u>Consolidated Statements of Comprehensive Income (Loss)</u>	<u>53</u>
<u>Consolidated Balance Sheets</u>	<u>54</u>
<u>Consolidated Statements of Cash Flows</u>	<u>55</u>
<u>Consolidated Statements of Shareholders' Equity</u>	<u>56</u>
<u>Notes to Consolidated Financial Statements</u>	<u>57</u>
<u>Reports of Independent Registered Public Accounting Firm</u>	<u>112</u>

Archer-Daniels-Midland Company
Consolidated Statements of Earnings

(In millions, except per share amounts)	Year Ended December 31		
	2018	2017	2016
Revenues	\$ 64,341	\$ 60,828	\$ 62,346
Cost of products sold	60,160	57,310	58,728
Gross Profit	4,181	3,518	3,618
Selling, general and administrative expenses	2,165	1,978	1,981
Asset impairment, exit, and restructuring costs	171	173	55
Interest expense	364	330	293
Equity in earnings of unconsolidated affiliates	(518)	(456)	(292)
Interest income	(162)	(106)	(92)
Other (income) expense - net	101	(10)	(149)
Earnings Before Income Taxes	2,060	1,609	1,822
Income tax expense	245	7	534
Net Earnings Including Noncontrolling Interests	1,815	1,602	1,288
Less: Net earnings (losses) attributable to noncontrolling interests	5	7	9
Net Earnings Attributable to Controlling Interests	\$ 1,810	\$ 1,595	\$ 1,279
Average number of shares outstanding – basic	564	569	588
Average number of shares outstanding – diluted	567	572	591
Basic earnings per common share	\$ 3.21	\$ 2.80	\$ 2.18
Diluted earnings per common share	\$ 3.19	\$ 2.79	\$ 2.16

See notes to consolidated financial statements.

Archer-Daniels-Midland Company

Consolidated Statements of Comprehensive Income (Loss)

(In millions)	Year Ended December 31		
	2018	2017	2016
Net earnings including noncontrolling interests	\$ 1,815	\$ 1,602	\$ 1,288
Other comprehensive income (loss):			
Foreign currency translation adjustment	(581)	692	(467)
Tax effect	(28)	59	(10)
Net of tax amount	(609)	751	(477)
Pension and other postretirement benefit liabilities adjustment	156	298	(1)
Tax effect	(55)	(98)	3
Net of tax amount	101	200	2
Deferred gain (loss) on hedging activities	57	12	33
Tax effect	(13)	(1)	(12)
Net of tax effect	44	11	21
Unrealized gain (loss) on investments	(4)	(1)	3
Tax effect	(1)	2	(2)
Net of tax effect	(5)	1	1
Other comprehensive income (loss)	(469)	963	(453)
Comprehensive income (loss)	1,346	2,565	835
Less: Comprehensive income (loss) attributable to noncontrolling interests	5	9	8
Comprehensive income (loss) attributable to controlling interests	\$ 1,341	\$ 2,556	\$ 827

See notes to consolidated financial statements.

Archer-Daniels-Midland Company
Consolidated Balance Sheets

(In millions)	December 31, 2018	December 31, 2017
Assets		
Current Assets		
Cash and cash equivalents	\$ 1,997	\$ 804
Short-term marketable securities	6	—
Segregated cash and investments	4,506	4,826
Trade receivables	2,233	1,947
Inventories	8,813	9,173
Other current assets	3,033	3,175
Total Current Assets	20,588	19,925
Investments and Other Assets		
Investments in and advances to affiliates	5,317	5,088
Long-term marketable securities	7	92
Goodwill and other intangible assets	4,041	3,918
Other assets	927	802
Total Investments and Other Assets	10,292	9,900
Property, Plant, and Equipment		
Land and land improvements	545	541
Buildings	5,171	5,043
Machinery and equipment	18,399	17,985
Construction in progress	987	1,224
	25,102	24,793
Accumulated depreciation	(15,149)	(14,655)
Net Property, Plant, and Equipment	9,953	10,138
Total Assets	\$ 40,833	\$ 39,963
Liabilities, Temporary Equity, and Shareholders' Equity		
Current Liabilities		
Short-term debt	\$ 108	\$ 857
Trade payables	3,545	3,894
Payables to brokerage customers	4,628	4,973
Accrued expenses and other payables	2,913	2,833
Current maturities of long-term debt	582	13
Total Current Liabilities	11,776	12,570
Long-Term Liabilities		
Long-term debt	7,698	6,623
Deferred income taxes	1,067	1,053
Other	1,247	1,342
Total Long-Term Liabilities	10,012	9,018
Temporary Equity - Redeemable noncontrolling interest	49	53
Shareholders' Equity		
Common stock	2,560	2,398
Reinvested earnings	18,527	17,552
Accumulated other comprehensive income (loss)	(2,106)	(1,637)
Noncontrolling interests	15	9
Total Shareholders' Equity	18,996	18,322
Total Liabilities, Temporary Equity, and Shareholders' Equity	\$ 40,833	\$ 39,963

See notes to consolidated financial statements.

Archer-Daniels-Midland Company
Consolidated Statements of Cash Flows

(In millions)	Year Ended December 31		
	2018	2017	2016
Operating Activities			
Net earnings including noncontrolling interests	\$ 1,815	\$ 1,602	\$ 1,288
Adjustments to reconcile net earnings to net cash provided by (used in) operating results			
Depreciation and amortization	941	924	900
Asset impairment charges	142	101	34
Deferred income taxes	(47)	(714)	56
Equity in earnings of affiliates, net of dividends	(247)	(210)	(61)
Stock compensation expense	109	66	74
Pension and postretirement accruals (contributions), net	69	16	(135)
Gain on sale and revaluation of assets	(43)	(80)	(130)
Other – net	(67)	190	34
Changes in operating assets and liabilities, net of acquisitions and dispositions			
Segregated investments	1,176	260	342
Trade receivables	(376)	73	(160)
Inventories	226	(137)	(654)
Deferred consideration in securitized receivables	(7,838)	(8,177)	(8,063)
Other current assets	(70)	676	(176)
Trade payables	(300)	181	161
Payables to brokerage customers	(309)	(261)	87
Accrued expenses and other payables	35	(476)	(105)
Total Operating Activities	<u>(4,784)</u>	<u>(5,966)</u>	<u>(6,508)</u>
Investing Activities			
Purchases of property, plant, and equipment	(842)	(1,049)	(882)
Net assets of businesses acquired	(464)	(187)	(130)
Proceeds from sale of business and assets	191	195	195
Investments in and advances to affiliates	(157)	(280)	(662)
Investments in retained interest in securitized receivables	(6,957)	(4,306)	(3,823)
Proceeds from retained interest in securitized receivables	14,795	12,483	11,886
Purchases of marketable securities	—	(538)	(1,401)
Proceeds from sales of marketable securities	13	985	1,659
Other – net	3	(12)	10
Total Investing Activities	<u>6,582</u>	<u>7,291</u>	<u>6,852</u>
Financing Activities			
Long-term debt borrowings	1,762	532	1,041
Long-term debt payments	(30)	(835)	(14)
Net borrowings (payments) under lines of credit agreements	(743)	685	61
Debt repurchase premium and costs	—	(11)	—
Share repurchases	(77)	(750)	(1,000)
Cash dividends	(758)	(730)	(701)
Other – net	33	81	34
Total Financing Activities	<u>187</u>	<u>(1,028)</u>	<u>(579)</u>
Increase (decrease) in cash, cash equivalents, restricted cash, and restricted cash equivalents	1,985	297	(235)
Cash, cash equivalents, restricted cash, and restricted cash equivalents – beginning of year	1,858	1,561	1,796
Cash, cash equivalents, restricted cash, and restricted cash equivalents – end of year	<u>\$ 3,843</u>	<u>\$ 1,858</u>	<u>\$ 1,561</u>
Reconciliation of cash, cash equivalents, restricted cash, and restricted cash equivalents to the consolidated balance sheets			
Cash and cash equivalents	\$ 1,997	\$ 804	\$ 619
Restricted cash and restricted cash equivalents included in segregated cash and investments	1,846	1,054	942
Total cash, cash equivalents, restricted cash, and restricted cash equivalents	<u>\$ 3,843</u>	<u>\$ 1,858</u>	<u>\$ 1,561</u>
Cash paid for interest and income taxes were as follows:			
Interest	\$ 351	\$ 338	\$ 283
Income taxes	\$ 376	\$ 538	\$ 398
Supplemental Disclosure of Noncash Investing Activity:			
Retained interest in securitized receivables	\$ 7,897	\$ 7,938	\$ 8,064

See notes to consolidated financial statements.

Archer-Daniels-Midland Company

Consolidated Statements of Shareholders' Equity

	Common Stock		Reinvested Earnings	Accumulated Other	Noncontrolling Interests	Total Shareholders' Equity
	Shares	Amount		Comprehensive Income (Loss)		
(In millions)						
Balance, December 31, 2015	595	\$ 3,180	\$ 16,865	\$ (2,146)	\$ 16	\$ 17,915
Comprehensive income						
Net earnings			1,279		9	
Other comprehensive income (loss)				(452)	(1)	
Total comprehensive income						835
Cash dividends paid-\$1.20 per share			(701)			(701)
Treasury stock purchases	(25)	(1,000)				(1,000)
Stock compensation expense	1	74				74
Other	2	73	1		(16)	58
Balance, December 31, 2016	<u>573</u>	<u>\$ 2,327</u>	<u>\$ 17,444</u>	<u>\$ (2,598)</u>	<u>\$ 8</u>	<u>\$ 17,181</u>
Impact of ASU 2016-16			(7)			(7)
Balance, January 1, 2017	<u>573</u>	<u>2,327</u>	<u>17,437</u>	<u>(2,598)</u>	<u>8</u>	<u>17,174</u>
Comprehensive income						
Net earnings			1,595		7	
Other comprehensive income (loss)				961	2	
Total comprehensive income						2,565
Cash dividends paid-\$1.28 per share			(730)			(730)
Share repurchases	(18)		(750)			(750)
Stock compensation expense	1	66				66
Other	1	5	—		(8)	(3)
Balance, December 31, 2017	<u>557</u>	<u>\$ 2,398</u>	<u>\$ 17,552</u>	<u>\$ (1,637)</u>	<u>\$ 9</u>	<u>\$ 18,322</u>
Comprehensive income						
Net earnings			1,810		5	
Other comprehensive income (loss)				(469)	—	
Total comprehensive income						1,346
Cash dividends paid-\$1.34 per share			(758)			(758)
Share repurchases	(2)		(77)			(77)
Stock compensation expense	2	109				109
Other	2	53	—		1	54
Balance, December 31, 2018	<u>559</u>	<u>\$ 2,560</u>	<u>\$ 18,527</u>	<u>\$ (2,106)</u>	<u>\$ 15</u>	<u>\$ 18,996</u>

See notes to consolidated financial statements.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements

Note 1. Summary of Significant Accounting Policies

Nature of Business

The Company is principally engaged in procuring, transporting, storing, processing, and merchandising agricultural commodities products, and ingredients.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its subsidiaries. All significant intercompany accounts and transactions have been eliminated. The Company consolidates all entities, including variable interest entities (VIEs), in which it has a controlling financial interest. For VIEs, the Company assesses whether it is the primary beneficiary as defined under the applicable accounting standard. Investments in affiliates, including VIEs through which the Company exercises significant influence but does not control the investee and is not the primary beneficiary of the investee's activities, are carried at cost plus equity in undistributed earnings since acquisition and are adjusted, where appropriate, for basis differences between the investment balance and the underlying net assets of the investee. The Company's portion of the results of certain affiliates and results of certain VIEs are included using the most recent available financial statements. In each case, the financial statements are within 93 days of the Company's year-end and are consistent from period to period.

Use of Estimates

The preparation of consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect amounts reported in its consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

Reclassifications

The Company classified \$7.8 billion of cash inflows from net consideration received for beneficial interest obtained for selling trade receivables as investing instead of operating activities for the year ended December 31, 2018 in accordance with the adoption of Accounting Standards Codification (ASC) Topic 230, *Statement of Cash Flows*. Prior period amounts have been conformed to the current presentation, which resulted in a decrease of \$8.2 billion and \$8.1 billion in total cash provided by operating activities and a corresponding increase in cash provided by investing activities for the years ended December 31, 2017 and 2016, respectively.

The Company classified \$(10) million of non-service components of net benefit cost (income) as other (income) expense - net in its consolidated statement of earnings for the year ended December 31, 2018, as a result of the adoption of the amended guidance of ASC Topic 715, *Compensation - Retirement Benefits*. Amounts previously reported in cost of goods sold of \$12 million and \$(1) million for the years ended December 31, 2017 and 2016, respectively, and in selling, general, and administrative expenses of \$15 million and \$(1) million for the years ended December 31, 2017 and 2016, respectively, have been reclassified to other (income) expense - net to conform to the current presentation (see Note 12).

Effective January 1, 2018, the Company changed its segment reporting to reflect changes in its operating structure. The Company's new segments are Origination (formerly Agricultural Services), Oilseeds (formerly Oilseeds Processing), Carbohydrate Solutions (formerly Corn Processing), and Nutrition (formerly Wild Flavors and Specialty Ingredients). The European origination business previously reported in Oilseeds is now managed by leaders in Origination to better coordinate continental trading activities. Carbohydrate Solutions now includes the results of ADM Milling, which were previously reported in Origination. In addition, the Company also moved the segment reporting of its renewable chemicals business from Carbohydrate Solutions to Oilseeds effective July 1, 2018. Nutrition now includes the results of Animal Nutrition and certain product lines previously reported in Carbohydrate Solutions, as well as certain product lines previously reported in Oilseeds.

Throughout this annual report on Form 10-K, prior period results have been reclassified to conform to the current period presentation.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 1. Summary of Significant Accounting Policies (Continued)

Cash Equivalents

The Company considers all non-segregated, highly-liquid investments with a maturity of three months or less at the time of purchase to be cash equivalents.

Segregated Cash and Investments

The Company segregates certain cash, cash equivalents, and investment balances in accordance with regulatory requirements, commodity exchange requirements, and insurance arrangements. These balances represent deposits received from customers of the Company's registered futures commission merchant and commodity brokerage services, cash margins and securities pledged to commodity exchange clearinghouses, and cash pledged as security under certain insurance arrangements. Segregated cash and investments also include restricted cash collateral for the various insurance programs of the Company's captive insurance business. To the degree these segregated balances are comprised of cash and cash equivalents, they are considered restricted cash and cash equivalents on the statement of cash flows.

Receivables

The Company records accounts receivable at net realizable value. This value includes an allowance for estimated uncollectible accounts of \$84 million and \$73 million at December 31, 2018 and 2017, respectively, to reflect any loss anticipated on the accounts receivable balances. The Company estimates this allowance based on its history of write-offs, level of past-due accounts, and its relationships with, and the economic status of, its customers. Portions of the allowance for uncollectible accounts are recorded in trade receivables, other current assets, and other assets.

Credit risk on receivables is minimized as a result of the large and diversified nature of the Company's worldwide customer base. The Company manages its exposure to counter-party credit risk through credit analysis and approvals, credit limits, and monitoring procedures. Collateral is generally not required for the Company's receivables.

Accounts receivable due from unconsolidated affiliates as of December 31, 2018 and 2017 was \$161 million and \$343 million, respectively.

Inventories

Inventories of certain merchandisable agricultural commodities, which include inventories acquired under deferred pricing contracts, are stated at market value. In addition, the Company values certain inventories using the lower of cost, determined by either the first-in, first-out (FIFO) or last-in, first-out (LIFO) methods, or net realizable value.

The following table sets forth the Company's inventories as of December 31, 2018 and 2017.

	December 31, 2018	December 31, 2017
(In millions)		
LIFO inventories		
FIFO value	\$ 1,011	\$ 1,056
LIFO valuation reserve	(55)	(73)
LIFO inventories carrying value	956	983
FIFO inventories	2,908	2,906
Market inventories	4,547	4,886
Supplies and other inventories	402	398
Total inventories	\$ 8,813	\$ 9,173

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 1. Summary of Significant Accounting Policies (Continued)

Fair Value Measurements

The Company determines fair value based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company uses the market approach valuation technique to measure the majority of its assets and liabilities carried at fair value. Three levels are established within the fair value hierarchy that may be used to report fair value: Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2: Observable inputs, including Level 1 prices that have been adjusted; quoted prices for similar assets or liabilities; quoted prices in markets that are less active than traded exchanges; and other inputs that are observable or can be substantially corroborated by observable market data. Level 3: Unobservable inputs that are supported by little or no market activity and that are a significant component of the fair value of the assets or liabilities. In evaluating the significance of fair value inputs, the Company generally classifies assets or liabilities as Level 3 when their fair value is determined using unobservable inputs that individually or when aggregated with other unobservable inputs, represent more than 10% of the fair value of the assets or liabilities. Judgment is required in evaluating both quantitative and qualitative factors in the determination of significance for purposes of fair value level classification. Level 3 amounts can include assets and liabilities whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as assets and liabilities for which the determination of fair value requires significant management judgment or estimation.

Based on historical experience with the Company's suppliers and customers, the Company's own credit risk and knowledge of current market conditions, the Company does not view nonperformance risk to be a significant input to fair value for the majority of its forward commodity purchase and sale contracts. However, in certain cases, if the Company believes the nonperformance risk to be a significant input, the Company records estimated fair value adjustments, and classifies the measurement in Level 3.

In many cases, a valuation technique used to measure fair value includes inputs from multiple levels of the fair value hierarchy. The lowest level of input that is a significant component of the fair value measurement determines the placement of the entire fair value measurement in the hierarchy. The Company's assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the classification of fair value assets and liabilities within the fair value hierarchy levels.

The Company's policy regarding the timing of transfers between levels, including both transfers into and transfers out of Level 3, is to measure and record the transfers at the end of the reporting period.

Derivatives

The Company recognizes all of its derivative instruments as either assets or liabilities at fair value in its consolidated balance sheet. Unrealized gains are reported as other current assets and unrealized losses are reported as accrued expenses and other payables. The accounting for changes in the fair value (i.e., gains or losses) of a derivative instrument depends on whether it has been designated and qualifies as part of a hedging relationship and on the type of hedging relationship. The majority of the Company's derivatives have not been designated as hedging instruments, and as such, changes in fair value of these derivatives are recognized in earnings immediately. For those derivative instruments that are designated and qualify as hedging instruments, the Company designates the hedging instrument, based upon the exposure being hedged, as a fair value hedge or a cash flow hedge.

Beginning in 2017, for derivative instruments that are designated and qualify as highly-effective cash flow hedges (i.e., hedging the exposure to variability in expected future cash flows that is attributable to a particular risk), the gain or loss on the derivative instrument is reported as a component of accumulated other comprehensive income (loss) (AOCI) and as an operating activity in the statement of cash flows and reclassified into earnings in the same line item affected by the hedged transaction and in the same period or periods during which the hedged transaction affects earnings. Hedge components excluded from the assessment of effectiveness and gains and losses related to discontinued hedges are recognized in the consolidated statement of earnings during the current period.

Prior to 2017, gain or loss on the derivative instrument that was in excess of the cumulative change in the cash flows of the hedged item, if any (i.e., the ineffective portion) were recognized in the consolidated statement of earnings during the current period.

For derivative instruments that are designated and qualify as fair value hedges, changes in the fair value of the hedging instrument and changes in the fair value of the hedged item are recognized in the consolidated statement of earnings during the current period.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 1. Summary of Significant Accounting Policies (Continued)

Property, Plant, and Equipment

Property, plant, and equipment is recorded at cost. Repair and maintenance costs are expensed as incurred. The Company generally uses the straight-line method in computing depreciation for financial reporting purposes and generally uses accelerated methods for income tax purposes. The annual provisions for depreciation have been computed principally in accordance with the following ranges of asset lives: buildings - 15 to 40 years; machinery and equipment - 3 to 40 years. The Company capitalized interest on major construction projects in progress of \$21 million, \$17 million, and \$20 million for the years ended December 31, 2018, 2017, and 2016, respectively.

Income Taxes

The Company accounts for income taxes in accordance with the liability method. Deferred tax assets and liabilities are recorded for temporary differences between the tax basis of assets and liabilities and reported amounts in the consolidated financial statements using statutory rates in effect for the year in which the differences are expected to reverse. The effect on deferred tax assets and liabilities of a change in tax rates is recorded in the results of operations in the period that includes the enactment date under the law. Applicable accounting standards prescribe a minimum threshold a tax position is required to meet before being recognized in the consolidated financial statements. The Company recognizes in its consolidated financial statements tax positions determined more likely than not to be sustained upon examination, based on the technical merits of the position.

The Company classifies interest on income tax-related balances as interest expense and classifies tax-related penalties as selling, general, and administrative expenses.

Goodwill and other intangible assets

Goodwill and other intangible assets deemed to have indefinite lives are not amortized but are subject to annual impairment tests. Definite-lived intangible assets are amortized over their estimated useful lives of 2 to 50 years and are reviewed for impairment whenever there are indicators that the carrying value of the assets may not be fully recoverable. The Company's accounting policy is to evaluate goodwill and other intangible assets with indefinite lives for impairment on October 1 of each fiscal year or whenever there are indicators that the carrying value of the assets may not be fully recoverable. The Company recorded impairment charges for goodwill and intangibles totaling \$9 million related to customer lists and \$11 million related to computer software during the years ended December 31, 2018 and 2016, respectively. There were no impairment charges recorded for goodwill and intangible assets during the year ended December 31, 2017 (see Note 9 for additional information).

Asset Abandonments and Write-Downs

The Company evaluates long-lived assets for impairment whenever indicators of impairment exist. Assets are written down to fair value after consideration of the Company's ability to utilize the assets for their intended purpose, employ the assets in alternative uses, or sell the assets to recover the carrying value. Fair value is generally based on discounted cash flow analysis which relies on management's estimate of market participant assumptions (a Level 3 measurement under applicable accounting standards). During the years ended December 31, 2018, 2017, and 2016, impairment charges were \$100 million, \$101 million, and \$17 million, respectively. Asset abandonment and impairment charges in 2018 included a \$49 million discontinued software project (see Note 18 for additional information).

Payables to Brokerage Customers

Payables to brokerage customers represent the total of customer accounts at the Company's futures commission merchant with credit or positive balances. Customer accounts are used primarily in connection with commodity transactions and include gains and losses on open commodity trades as well as securities and other deposits made for margins or other purposes as required by the Company or the exchange-clearing organizations or counterparties. Payables to brokerage customers have a corresponding balance in segregated cash and investments and customer omnibus receivable in other current assets.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 1. Summary of Significant Accounting Policies (Continued)

Revenues

The Company follows a policy of recognizing revenue at a single point in time when it satisfies its performance obligation by transferring control over a product or service to a customer. For transportation service contracts, the Company recognizes revenue over time as the barge, ocean-going vessel, truck, rail, or container freight moves towards its destination in accordance with the transfer of control guidance of ASC Topic 606, *Revenue from Contracts with Customers* (Topic 606). For physically settled derivative sales contracts that are outside the scope of Topic 606, the Company recognizes revenue when control of the inventory is transferred within the meaning of Topic 606 as required by ASC 610-20, *Gains and Losses from the Derecognition of Nonfinancial Assets* (Topic 610-20).

Net sales to unconsolidated affiliates during the years ended December 31, 2018, 2017, and 2016 were \$6.8 billion, \$6.0 billion, and \$4.2 billion, respectively.

Stock Compensation

The Company recognizes expense for its stock compensation based on the fair value of the awards that are granted. The Company's stock compensation plans provide for the granting of restricted stock, restricted stock units, performance stock units, and stock options. The fair values of stock options and performance stock units are estimated at the date of grant using the Black-Scholes option valuation model and a lattice valuation model, respectively. These valuation models require the input of highly subjective assumptions. Measured compensation cost, net of estimated forfeitures, is recognized ratably over the vesting period of the related stock compensation award.

Research and Development

Costs associated with research and development are expensed as incurred. Such costs incurred, net of expenditures subsequently reimbursed by government grants, were \$141 million, \$129 million, and \$123 million for the years ended December 31, 2018, 2017, and 2016, respectively.

Per Share Data

Basic earnings per common share are determined by dividing net earnings attributable to controlling interests by the weighted average number of common shares outstanding. In computing diluted earnings per share, average number of common shares outstanding is increased by common stock options outstanding with exercise prices lower than the average market price of common shares using the treasury share method.

Business Combinations

The Company's acquisitions are accounted for as purchases in accordance with ASC Topic 805, *Business Combinations*, as amended. Assets acquired and liabilities assumed are recorded at fair values at acquisition date with the remainder of the consideration, if any, recorded as goodwill. During the measurement period, which may take up to one year from the acquisition date, adjustments due to changes in the estimated fair value of assets acquired and liabilities assumed may be recorded as adjustments to the purchase price allocations. Upon the conclusion of the measurement period or the final determination of the values of assets acquired and liabilities assumed, whichever comes first, any such adjustments are charged to the consolidated statements of earnings.

Adoption of New Accounting Standards

Effective January 1, 2018, the Company adopted the amended guidance of ASC Subtopic 825-10, *Financial Instruments - Overall*, which is intended to improve the recognition and measurement of financial instruments. The amended guidance requires an entity to measure equity investments, except those accounted for under the equity method of accounting or those that result in consolidation of the investee, at fair value with changes in fair value recognized in net income. The amended guidance also simplifies the impairment assessment of equity investments without readily determinable fair values by using a qualitative assessment to identify impairment. The adoption of this amended guidance did not have a significant impact on the Company's financial results.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 1. Summary of Significant Accounting Policies (Continued)

Effective January 1, 2018, the Company adopted the new guidance of ASC Topic 606, *Revenue from Contracts with Customers* for all contracts that had not been completed as of the adoption date (the modified retrospective approach). Topic 606 requires the Company to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The new guidance requires the Company to apply the following steps: (1) identify the contract with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to the performance obligations in the contract; and (5) recognize revenue when, or as, the Company satisfies a performance obligation. Many of the Company's forward commodity sales contracts are considered physically settled derivatives under ASC Topic 815, *Derivatives and Hedging* (Topic 815), and are therefore excluded from the scope of Topic 606. Comparative balance sheet and statement of earnings information has not been restated and continues to be reported under the guidance of ASC 605, *Revenue Recognition* (Topic 605), that was in effect as of December 31, 2017 and in the years ended December 31, 2017 and 2016. The cumulative effect of initially applying the guidance as an adjustment to the opening reinvested earnings balance at January 1, 2018 was less than \$1 million. For more information about the adoption of Topic 606, see Note 2.

Effective January 1, 2018, the Company adopted the amended guidance of ASC 230, *Statement of Cash Flows* (Topic 230), which provides guidance on the application of the predominance principle and the presentation and classification of specific cash flow issues including a requirement to classify consideration received for beneficial interest obtained for selling trade receivables as investing instead of operating activities. The adoption of the amended guidance on the Company's accounts receivable securitization programs resulted in expanded disclosures and a reclassification of cash inflows from operating activities to investing activities (see Note 1 for reclassification amounts).

Effective January 1, 2018, the Company adopted the amended guidance of ASC Topic 715, *Compensation - Retirement Benefits*, which requires that an employer report the service cost component in the same line or items as other compensation costs arising from services rendered by the pertinent employees during the period. The other components of net benefit cost are required to be presented in the income statement separately from the service cost component and outside a subtotal of income from operations, if one is presented. The adoption of this amended guidance required expanded disclosures and the reclassification of the non-service components of net benefit cost from cost of products sold and selling, general, and administrative expenses to other (income) expense - net in the Company's consolidated statements of earnings but did not impact financial results (see Note 1 for reclassification amounts).

Pending Accounting Standards

Effective January 1, 2019, the Company will be required to adopt the new guidance of ASC Topic 842, *Leases* (Topic 842), which will supersede ASC Topic 840, *Leases*. Topic 842 requires lessees to recognize assets and liabilities for all leases. The Company will adopt Topic 842 using a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. The adoption of this new guidance will require expanded disclosures in the Company's consolidated financial statements. The Company has established a cross-functional implementation team consisting of representatives from accounting, legal, procurement, and operations. The Company utilized surveys to centrally gather more information about its existing leases and lease processes and to gather lease contracts. To ensure completeness of the population of lease contracts, the results of the survey were cross-referenced against other available lease information (i.e., year-end disclosures and authorization for expenditure listings). The Company has implemented a lease accounting system which will assist in delivering the required accounting changes and disclosures. The adoption of the new standard will result in a significant increase to right of use assets and lease liabilities on the Company's consolidated balance sheet, primarily as a result of operating leases currently not recognized on the balance sheet. The Company estimates that it will record right of use assets and corresponding lease liabilities of approximately \$0.7 billion to \$0.8 billion at the January 1, 2019 transition date.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 1. Summary of Significant Accounting Policies (Continued)

Effective January 1, 2019, the Company will be required to adopt the amended guidance of ASC Topic 220, *Income Statement - Reporting Comprehensive Income* (Topic 220), which allows a reclassification from accumulated other comprehensive income (AOCI) to retained earnings for stranded tax effects resulting from the Tax Cuts and Jobs Act (the “Act”), eliminating the stranded tax effects resulting from the Act and improving the usefulness of information reported to financial statement users. In addition, the Company will be required to disclose (1) a description of its accounting policy for releasing income tax effects from accumulated other comprehensive income; (2) whether it elects to reclassify the stranded income tax effects from the Act; and (3) information about other income tax effects related to the application of the Act that are reclassified from AOCI to retained earnings, if any. Early adoption is permitted in any interim period for which financial statements have not been issued. The Company has elected not to reclassify the stranded tax effects resulting from the Act.

Effective January 1, 2020, the Company will be required to adopt the amended guidance of ASC Topic 326, *Financial Instruments - Credit Losses*, which is intended to improve financial reporting by requiring more timely recording of credit losses on loans and other financial instruments held by financial institutions and other organizations. The amended guidance requires the measurement of all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. Early adoption is permitted for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. The Company does not expect the adoption of this amended guidance to have a significant impact on the Company’s financial results.

Effective January 1, 2020, the Company will be required to adopt the amended guidance of ASC Topic 820, *Fair Value Measurement*, which modifies the disclosure requirements on fair value measurements. Early adoption is permitted. The adoption of this amended guidance will not impact the Company’s financial results.

Effective December 31, 2020, the Company will be required to adopt the amended guidance of ASC Subtopic 715-20, *Compensation - Retirement Benefits - Defined Benefit Plans - General*, which modifies the disclosure requirements for employers that sponsor defined benefit pension or other postretirement plans. Early adoption is permitted. The adoption of this amended guidance will not impact the Company’s financial results.

Note 2. Revenues

Revenue Recognition

The Company principally generates revenue from merchandising and transporting agricultural commodities and manufactured products used as ingredients in food and beverages, feed, energy, and industrial products. Revenue is measured based on the consideration specified in the contract with a customer, and excludes any sales incentives and amounts collected on behalf of third parties. The Company follows a policy of recognizing revenue at a single point in time when it satisfies its performance obligation by transferring control over a product or service to a customer. For transportation service contracts, the Company recognizes revenue over time as the barge, ocean-going vessel, truck, rail, or container freight moves towards its destination in accordance with the transfer of control guidance of Topic 606. For physically settled derivative sales contracts that are outside the scope of Topic 606, the Company recognizes revenue when control of the inventory is transferred within the meaning of Topic 606 as required by Topic 610-20.

Shipping and Handling Costs

Shipping and handling costs related to contracts with customers for sale of goods are accounted for as a fulfillment activity and are included in cost of products sold. Accordingly, amounts billed to customers for such costs are included as a component of revenues.

Taxes Collected from Customers and Remitted to Governmental Authorities

The Company does not include taxes assessed by governmental authorities that are (i) imposed on and concurrent with a specific revenue-producing transaction and (ii) collected from customers, in the measurement of transactions prices or as a component of revenues and cost of products sold.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 2. Revenues (Continued)

Transaction Price Allocated to Remaining Performance Obligations

The Company generally recognizes revenue at a point in time with the exception of revenue from transportation services which is recognized over time. The majority of the Company's contracts with customers have one performance obligation and a contract duration of one year or less. The Company applies the practical expedient in paragraph 10-50-14 of Topic 606 and does not disclose information about remaining performance obligations that have original expected durations of one year or less.

Contract Liabilities

Contract liabilities relate to advance payments from customers for goods and services that the Company has yet to provide. Contract liabilities of \$501 million and \$519 million as of December 31, 2018 and January 1, 2018, respectively, were recorded in accrued expenses and other payables in the consolidated balance sheet. Contract liabilities recognized as revenues for the year ended December 31, 2018 were \$647 million.

Disaggregation of Revenues

The following table presents revenue disaggregated by timing of recognition and major product lines for the year ended December 31, 2018.

	Topic 606 Revenue			Topic 815 ⁽¹⁾ Revenue	Total Revenues
	Point in Time	Over Time	Total		
	(In millions)				
Origination					
Merchandising and Handling	\$ 2,182	\$ 237	\$ 2,419	\$ 22,397	\$ 24,816
Transportation	—	244	244	—	244
Total Origination	2,182	481	2,663	22,397	25,060
Oilseeds					
Crushing and Origination	664	—	664	16,279	16,943
Refining, Packaging, Biodiesel, and Other	1,792	—	1,792	6,096	7,888
Total Oilseeds	2,456	—	2,456	22,375	24,831
Carbohydrate Solutions					
Starches and Sweeteners	4,901	—	4,901	1,795	6,696
Bioproducts	3,583	—	3,583	—	3,583
Total Carbohydrate Solutions	8,484	—	8,484	1,795	10,279
Nutrition					
Wild Flavors and Specialty Ingredients	2,571	—	2,571	—	2,571
Animal Nutrition	1,219	—	1,219	—	1,219
Total Nutrition	3,790	—	3,790	—	3,790
Other	381	—	381	—	381
Total Revenues	\$ 17,293	\$ 481	\$ 17,774	\$ 46,567	\$ 64,341

⁽¹⁾ Topic 815 revenue relates to the physical delivery or the settlement of the Company's sales contracts that are accounted for as derivatives and are outside the scope of Topic 606.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 2. Revenues (Continued)

Origination

The Origination segment generates revenue from the sale of commodities and from service fees for the transportation of goods. Revenue is measured based on the consideration specified in the contract and excludes any sales incentives and amounts collected on behalf of third parties. Revenue is recognized when a performance obligation is satisfied by transferring control over a product or providing service to a customer. For transportation service contracts, the Company recognizes revenue over time as the barge, ocean-going vessel, truck, rail, or container freight moves towards its destination in accordance with the transfer of control guidance of Topic 606. For physically settled derivative sales contracts that are outside the scope of Topic 606, the Company recognizes revenue when control of the inventory is transferred within the meaning of Topic 606 as required by Topic 610-20.

Oilseeds

The Oilseeds segment generates revenue primarily from the sale of products manufactured in its global processing facilities. The segment also generates revenue from the sale of raw commodities in its South American grain origination business and from the sale of peanuts, tree nuts, and peanut-derived ingredients. Revenue is recognized when a performance obligation is satisfied by transferring control over a product. The amount of revenue recognized follows the contractually specified price which may include freight or other contractually specified cost components. For physically settled derivative sales contracts that are outside the scope of Topic 606, the Company recognizes revenue when control of the inventory is transferred within the meaning of Topic 606 as required by Topic 610-20.

Carbohydrate Solutions

The Carbohydrate Solutions segment generates revenue from the sale of products manufactured at the Company's global corn and milling facilities around the world. Revenue is recognized when control over products is transferred to the customer. Products are shipped to the customers from the Company's various facilities and from its network of storage terminals. The amount of revenue recognized is based on the consideration specified in the contract which could include freight and other costs depending on the specific shipping terms of each contract. For physically settled derivative sales contracts that are outside the scope of Topic 606, the Company recognizes revenue when control of the inventory is transferred within the meaning of Topic 606 as required by Topic 610-20.

Nutrition

The Nutrition segment sells specialty products including natural flavor ingredients, flavor systems, natural colors, animal nutrition products, and other specialty food and feed ingredients. Revenue is recognized when control over products is transferred to the customer. The amount of revenue recognized follows the contracted price or the mutually agreed price of the product. Freight and shipping are recognized as a component of revenue at the same time control transfers to the customer.

Other

Other includes the Company's futures commission business whose primary sources of revenue are commissions and brokerage income generated from executing orders and clearing futures contracts and options on futures contracts on behalf of its customers. Commissions and brokerage revenue are recognized on the date the transaction is executed. Other also includes the Company's captive insurance business which generates third-party revenue through its proportionate share of premiums from third-party reinsurance pools. Reinsurance premiums are recognized on a straight-line basis over the period underlying the policy.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 2. Revenues (Continued)

Impacts on Financial Statements

The following tables summarize the impacts of Topic 606 adoption on the various lines of the Company's consolidated financial statements.

Consolidated Balance Sheets (excerpt)

	January 1, 2018	December 31, 2018		
	After Adoption of Topic 606	As Reported	Under Topic 605	Effect of Change
	(In millions)			
Assets				
Trade receivables	\$ 2,343	\$ 2,233	\$ 1,989	\$ 244
Inventories	8,770	8,813	9,049	(236)
Other current assets	3,175	3,033	3,056	(23)
Total Current Assets	19,918	20,588	20,603	(15)
Total Assets	\$ 39,956	\$ 40,833	\$ 40,848	\$ (15)
Liabilities, Temporary Equity, and Shareholders' Equity				
Accrued expenses and other payables	\$ 2,826	\$ 2,913	\$ 2,926	\$ (13)
Total Current Liabilities	12,563	11,776	11,789	(13)
Reinvested earnings	17,552	18,527	18,529	(2)
Total Shareholders' Equity	18,322	18,996	18,998	(2)
Total Liabilities, Temporary Equity, and Shareholders' Equity	\$ 39,956	\$ 40,833	\$ 40,848	\$ (15)

Consolidated Statements of Earnings (excerpt)

	Twelve Months Ended		
	December 31, 2018		
	As Reported	Under Topic 605	Effect of Change
	(In millions)		
Revenues	\$ 64,341	\$ 64,502	\$ (161)
Cost of products sold	60,160	60,319	(159)
Gross profit	4,181	4,183	(2)
Earnings before income taxes	2,060	2,062	(2)
Income taxes	245	245	—
Net earnings including noncontrolling interests	1,815	1,817	(2)
Net earnings attributable to controlling interests	1,810	1,812	(2)

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 3. Acquisitions

Operating results of acquisitions are included in the Company's financial statements from the date of acquisition which were immaterial in all periods. Goodwill allocated in connection with the acquisitions is primarily attributable to synergies expected to arise after the Company's acquisition of the businesses.

Fiscal year 2018 acquisitions

During the year ended December 31, 2018, the Company acquired Probiotics International Limited (also known as Protexin), a British-based provider of probiotic supplements for human, pet, and production-animal uses, Rodelle Inc., a premium originator, processor and supplier of vanilla products, and certain soybean origination, crushing, refining, and bottling assets of Brazil-based Algar Agro, for an aggregate consideration of \$506 million in cash. The aggregate consideration of these acquisitions, net of \$42 million in cash acquired, was preliminarily allocated as follows:

	(In millions)
Working capital	\$ 30
Property, plant, and equipment	133
Goodwill	187
Other intangible assets	132
Other long-term assets	6
Deferred tax liabilities	(15)
Noncontrolling interest	(9)
Aggregate cash consideration, net of cash acquired	\$ 464

The acquisitions of Protexin and Rodelle Inc. expand the Company's wide portfolio of health and wellness offerings for both human and animal nutrition consumers.

Fiscal year 2017 acquisitions

During the year ended December 31, 2017, the Company acquired Crosswind Industries, Inc., an industry leader in the manufacture of contract and private label treats and foods, as well as specialty ingredients, Chamtor SA, a French producer of wheat-based sweeteners and starches, a 51% controlling interest in Industries Centers, an Israeli company specializing in the import and distribution of agricultural feed products, and an 89% controlling interest in Biopolis SL, a leading provider of microbial technology with a strong portfolio of novel food ingredients, for an aggregate consideration of \$194 million in cash. The aggregate consideration of these acquisitions, net of \$7 million in cash acquired, was allocated as follows:

	(In millions)
Working capital	\$ 19
Property, plant, and equipment	116
Goodwill	33
Other intangible assets	47
Other long-term assets	8
Long-term debt	(8)
Other long-term liabilities	(16)
Noncontrolling interest	(12)
Aggregate cash consideration, net of cash acquired	\$ 187

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 3. Acquisitions (Continued)

The Company records the remaining 49% in Industries Centers and 11% in Biopolis SL in temporary equity - redeemable noncontrolling interest and noncontrolling interest, respectively.

Fiscal year 2016 acquisitions

During the year ended December 31, 2016, the Company acquired a 90% interest in Harvest Innovations, an industry leader in minimally processed, expeller-pressed soy proteins, oils, and gluten-free ingredients; a 50% interest in Cairo-based Medsofts Group, a joint venture that owns and manages merchandising and supply chain operations; Caterina Foods, a leading toll manufacturer of specialty gluten-free and high-protein pastas; and a Casablanca, Morocco-based corn wet mill that produces glucose and native starch for an aggregate consideration of \$141 million in cash. The aggregate consideration of these acquisitions, net of \$11 million in cash acquired, was allocated as follows:

	<u>(In millions)</u>
Working capital	\$ 15
Property, plant, and equipment	23
Goodwill	72
Other intangible assets	41
Other long-term assets	34
Long-term liabilities	(17)
Noncontrolling interest	(38)
Aggregate cash consideration, net of cash acquired	<u>\$ 130</u>

The remaining 10% interest in Harvest Innovations is recorded in other long-term liabilities and accounted for as a mandatorily redeemable interest which the Company has agreed to acquire following two years of operations. In 2018, the Company purchased the mandatorily redeemable interest for \$8 million.

The Company has an option three years from the date of acquisition to acquire the remaining 50% interest in Medsofts Group based on a fixed multiple of earnings before taxes, interest, and depreciation and amortization for the last twelve months of this three-year period. If the Company does not elect to exercise its option, the noncontrolling interest holder has the option to put the 50% interest to the Company on similar, though discounted, terms. The Company records the 50% remaining interest in temporary equity - redeemable noncontrolling interest.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 4. Fair Value Measurements

The following tables set forth, by level, the Company's assets and liabilities that were accounted for at fair value on a recurring basis as of December 31, 2018 and 2017.

Fair Value Measurements at December 31, 2018				
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
(In millions)				
Assets:				
Inventories carried at market	\$ —	\$ 3,032	\$ 1,515	\$ 4,547
Unrealized derivative gains:				
Commodity contracts	—	306	155	461
Foreign exchange contracts	—	175	—	175
Cash equivalents	1,288	—	—	1,288
Marketable securities	12	1	—	13
Segregated investments	1,044	—	—	1,044
Deferred consideration	—	379	—	379
Total Assets	\$ 2,344	\$ 3,893	\$ 1,670	\$ 7,907
Liabilities:				
Unrealized derivative losses:				
Commodity contracts	\$ —	\$ 344	\$ 245	\$ 589
Foreign exchange contracts	—	152	—	152
Interest rate contracts	—	20	—	20
Inventory-related payables	—	579	18	597
Total Liabilities	\$ —	\$ 1,095	\$ 263	\$ 1,358

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 4. Fair Value Measurements (Continued)

Fair Value Measurements at December 31, 2017				
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
(In millions)				
Assets:				
Inventories carried at market	\$ —	\$ 3,400	\$ 1,486	\$ 4,886
Unrealized derivative gains:				
Commodity contracts	—	275	111	386
Foreign currency contracts	—	63	—	63
Cash equivalents	352	—	—	352
Marketable securities	91	1	—	92
Segregated investments	1,733	—	—	1,733
Deferred consideration	—	307	—	307
Total Assets	\$ 2,176	\$ 4,046	\$ 1,597	\$ 7,819
Liabilities:				
Unrealized derivative losses:				
Commodity contracts	\$ —	\$ 268	\$ 103	\$ 371
Foreign currency contracts	—	92	—	92
Interest rate contracts	—	1	—	1
Inventory-related payables	—	680	39	719
Total Liabilities	\$ —	\$ 1,041	\$ 142	\$ 1,183

Estimated fair values for inventories carried at market are based on exchange-quoted prices, adjusted for differences in local markets, broker or dealer quotations or market transactions in either listed or over-the-counter (OTC) markets. Market valuations for the Company's inventories are adjusted for location and quality because the exchange-quoted prices represent contracts that have standardized terms for commodity, quantity, future delivery period, delivery location, and commodity quality or grade. When unobservable inputs have a significant impact on the measurement of fair value, the inventory is classified in Level 3. Changes in the fair value of inventories are recognized in the consolidated statements of earnings as a component of cost of products sold.

Derivative contracts include exchange-traded commodity futures and options contracts, forward commodity purchase and sale contracts, and OTC instruments related primarily to agricultural commodities, energy, interest rates, and foreign currencies. Exchange-traded futures and options contracts are valued based on unadjusted quoted prices in active markets and are classified in Level 1. The majority of the Company's exchange-traded futures and options contracts are cash-settled on a daily basis and, therefore, are not included in these tables. Fair value for forward commodity purchase and sale contracts is estimated based on exchange-quoted prices adjusted for differences in local markets. These differences are generally determined using inputs from broker or dealer quotations or market transactions in either the listed or OTC markets. When observable inputs are available for substantially the full term of the contract, it is classified in Level 2. When unobservable inputs have a significant impact (more than 10%) on the measurement of fair value, the contract is classified in Level 3. Except for certain derivatives designated as cash flow hedges, changes in the fair value of commodity-related derivatives are recognized in the consolidated statements of earnings as a component of cost of products sold. Changes in the fair value of foreign currency-related derivatives are recognized in the consolidated statements of earnings as a component of revenues, cost of products sold, and other (income) expense - net, depending upon the purpose of the contract. The changes in the fair value of derivatives designated as effective cash flow hedges are recognized in the consolidated balance sheets as a component of accumulated other comprehensive income (loss) (AOCI) until the hedged items are recorded in earnings or it is probable the hedged transaction will no longer occur.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 4. Fair Value Measurements (Continued)

The Company's cash equivalents are comprised of money market funds valued using quoted market prices and are classified as Level 1.

The Company's marketable securities are comprised of U.S. Treasury securities and corporate debt securities. U.S. Treasury securities are valued using quoted market prices and are classified in Level 1. Corporate debt securities are valued using third-party pricing services and substantially all are classified in Level 2. Unrealized changes in the fair value of available-for-sale marketable debt securities are recognized in the consolidated balance sheets as a component of AOCI unless a decline in value is deemed to be other-than-temporary at which point the decline is recorded in earnings.

The Company's segregated investments are comprised of U.S. Treasury securities. U.S. Treasury securities are valued using quoted market prices and are classified in Level 1.

The Company has deferred consideration under its accounts receivable securitization programs (the "Programs") which represents notes receivable from the purchasers under the Programs (see Note 19). This amount is reflected in other current assets on the consolidated balance sheet (see Note 6). The Company carries the deferred consideration at fair value determined by calculating the expected amount of cash to be received. The fair value is principally based on observable inputs (a Level 2 measurement) consisting mainly of the face amount of the receivables adjusted for anticipated credit losses and discounted at the appropriate market rate. Payment of deferred consideration is not subject to significant risks other than delinquencies and credit losses on accounts receivable transferred under the Programs which have historically been insignificant.

The following tables present a rollforward of the activity of all assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during the years ended December 31, 2018 and 2017.

Level 3 Fair Value Assets Measurements at December 31, 2018			
	Inventories Carried at Market	Commodity Derivative Contracts Gains	Total
	(In millions)		
Balance, December 31, 2017	\$ 1,486	\$ 111	\$ 1,597
Total increase (decrease) in net realized/unrealized gains included in cost of products sold⁽¹⁾	631	395	1,026
Purchases	11,153	—	11,153
Sales	(11,728)	—	(11,728)
Settlements	—	(468)	(468)
Transfers into Level 3	80	157	237
Transfers out of Level 3	(107)	(40)	(147)
Ending balance, December 31, 2018	\$ 1,515	\$ 155	\$ 1,670

⁽¹⁾ Includes increase in unrealized gains of \$669 million relating to Level 3 assets still held at December 31, 2018.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 4. Fair Value Measurements (Continued)

Level 3 Fair Value Liabilities Measurements at December 31, 2018			
	Inventory- related Payables	Commodity Derivative Contracts Losses	Total
(In millions)			
Balance, December 31, 2017	\$ 39	\$ 103	\$ 142
Total increase (decrease) in net realized/unrealized losses included in cost of products sold⁽¹⁾	11	526	537
Purchases	57	—	57
Sales	(89)	—	(89)
Settlements	—	(476)	(476)
Transfers into Level 3	—	150	150
Transfers out of Level 3	—	(58)	(58)
Ending balance, December 31, 2018	\$ 18	\$ 245	\$ 263

⁽¹⁾ Includes increase in unrealized losses of \$532 million relating to Level 3 liabilities still held at December 31, 2018.

Level 3 Fair Value Assets Measurements at December 31, 2017			
	Inventories Carried at Market	Commodity Derivative Contracts Gains	Total
(In millions)			
Balance, December 31, 2016	\$ 1,322	\$ 140	\$ 1,462
Total increase (decrease) in net realized/unrealized gains included in cost of products sold⁽¹⁾	(29)	248	219
Purchases	11,236	—	11,236
Sales	(11,231)	—	(11,231)
Settlements	—	(369)	(369)
Transfers into Level 3	241	136	377
Transfers out of Level 3	(53)	(44)	(97)
Ending balance, December 31, 2017	\$ 1,486	\$ 111	\$ 1,597

⁽¹⁾ Includes increase in unrealized gains of \$106 million relating to Level 3 assets still held at December 31, 2017.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 4. Fair Value Measurements (Continued)

	Level 3 Fair Value Liabilities Measurements at December 31, 2017		
	Inventory- related Payables	Commodity Derivative Contracts Losses	Total
	(In millions)		
Balance, December 31, 2016	\$ 30	\$ 142	\$ 172
Total increase (decrease) in net realized/unrealized losses included in cost of products sold ⁽¹⁾	(4)	257	253
Purchases	38	—	38
Sales	(25)	—	(25)
Settlements	—	(397)	(397)
Transfers into Level 3	—	128	128
Transfers out of Level 3	—	(27)	(27)
Ending balance, December 31, 2017	<u>\$ 39</u>	<u>\$ 103</u>	<u>\$ 142</u>

⁽¹⁾ Includes increase in unrealized losses of \$260 million relating to Level 3 liabilities still held at December 31, 2017.

For all periods presented, the Company had no transfers between Levels 1 and 2. Transfers into Level 3 of assets and liabilities previously classified in Level 2 were due to the relative value of unobservable inputs to the total fair value measurement of certain products and derivative contracts rising above the 10% threshold. Transfers out of Level 3 were primarily due to the relative value of unobservable inputs to the total fair value measurement of certain products and derivative contracts falling below the 10% threshold and thus permitting reclassification to Level 2.

In some cases, the price components that result in differences between exchange-traded prices and local prices for inventories and commodity purchase and sale contracts are observable based upon available quotations for these pricing components, and in some cases, the differences are unobservable. These price components primarily include transportation costs and other adjustments required due to location, quality, or other contract terms. In the table below, these other adjustments are referred to as basis. The changes in unobservable price components are determined by specific local supply and demand characteristics at each facility and the overall market. Factors such as substitute products, weather, fuel costs, contract terms, and futures prices also impact the movement of these unobservable price components.

The following table sets forth the weighted average percentage of the unobservable price components included in the Company's Level 3 valuations as of December 31, 2018 and 2017. The Company's Level 3 measurements may include basis only, transportation cost only, or both price components. As an example, for Level 3 inventories with basis, the unobservable component as of December 31, 2018 is a weighted average 18.5% of the total price for assets and 125.0% of the total price for liabilities.

Component Type	Weighted Average % of Total Price			
	December 31, 2018		December 31, 2017	
	Assets	Liabilities	Assets	Liabilities
Inventories and Related Payables				
Basis	18.5%	125.0%	12.8%	99.9%
Transportation cost	25.9%	39.4%	19.2%	—%
Commodity Derivative Contracts				
Basis	21.6%	19.1%	24.2%	23.0%
Transportation cost	29.5%	35.1%	12.5%	10.4%

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 4. Fair Value Measurements (Continued)

In certain of the Company's principal markets, the Company relies on price quotes from third parties to value its inventories and physical commodity purchase and sale contracts. These price quotes are generally not further adjusted by the Company in determining the applicable market price. In some cases, availability of third-party quotes is limited to only one or two independent sources. In these situations, absent other corroborating evidence, the Company considers these price quotes as 100% unobservable and, therefore, the fair value of these items is reported in Level 3.

Note 5. Derivative Instruments & Hedging Activities

Derivatives Not Designated as Hedging Instruments

The majority of the Company's derivative instruments have not been designated as hedging instruments. The Company uses exchange-traded futures and exchange-traded and OTC options contracts to manage its net position of merchandisable agricultural commodity inventories and forward cash purchase and sales contracts to reduce price risk caused by market fluctuations in agricultural commodities and foreign currencies. The Company also uses exchange-traded futures and exchange-traded and OTC options contracts as components of merchandising strategies designed to enhance margins. The results of these strategies can be significantly impacted by factors such as the correlation between the value of exchange-traded commodities futures contracts and the value of the underlying commodities, counterparty contract defaults, and volatility of freight markets. Derivatives, including exchange traded contracts and physical purchase or sale contracts, and inventories of certain merchandisable agricultural commodities, which include amounts acquired under deferred pricing contracts, are stated at market value. Inventory is not a derivative and therefore fair values of and changes in fair values of inventories are not included in the tables below.

The following table sets forth the fair value of derivatives not designated as hedging instruments as of December 31, 2018 and 2017.

	December 31, 2018		December 31, 2017	
	Assets	Liabilities	Assets	Liabilities
	(In millions)			
Foreign Currency Contracts	\$ 175	\$ 152	\$ 63	\$ 92
Commodity Contracts	461	589	386	371
Total	\$ 636	\$ 741	\$ 449	\$ 463

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 5. Derivative Instruments & Hedging Activities (Continued)

The following table sets forth the pre-tax gains (losses) on derivatives not designated as hedging instruments that have been included in the consolidated statements of earnings for the years ended December 31, 2018, 2017, and 2016.

(In millions)	Revenues	Cost of products sold	Other expense (income) - net	
For the Year Ended December 31, 2018				
Consolidated Statement of Earnings	\$ 64,341	\$ 60,160	\$ 101	
Pre-tax gains (losses) on:				
Foreign Currency Contracts	\$ 5	\$ (139)	\$ (177)	
Commodity Contracts	—	258	—	
Total gain (loss) recognized in earnings	\$ 5	\$ 119	\$ (177)	\$ (53)
For the Year Ended December 31, 2017				
Consolidated Statement of Earnings	\$ 60,828	\$ 57,310	\$ (10)	
Pre-tax gains (losses) on:				
Foreign Currency Contracts	\$ (10)	\$ 58	\$ 214	
Commodity Contracts	—	375	—	
Total gain (loss) recognized in earnings	\$ (10)	\$ 433	\$ 214	\$ 637
For the Year Ended December 31, 2016				
Consolidated Statement of Earnings	\$ 62,346	\$ 58,728	\$ (149)	
Pre-tax gains (losses) on:				
Foreign Currency Contracts	\$ (35)	\$ 291	\$ (225)	
Commodity Contracts	—	(383)	—	
Total gain (loss) recognized in earnings	\$ (35)	\$ (92)	\$ (225)	\$ (352)

Changes in the market value of inventories of certain merchandisable agricultural commodities, forward cash purchase and sales contracts, exchange-traded futures, and exchange-traded and OTC options contracts are recognized in earnings immediately as a component of cost of products sold.

Derivatives Designated as Cash Flow or Fair Value Hedging Strategies

As of December 31, 2018 and 2017, the Company had certain derivatives designated as cash flow and fair value hedges.

The Company uses interest rate swaps designated as fair value hedges to protect the fair value of \$496 million in fixed-rate debt due to changes in interest rates. The changes in the fair value of the interest rate swaps and the underlying fixed-rate debt are recorded in other (income) expense - net. The terms of the interest rate swaps match the terms of the underlying debt. At December 31, 2018, the Company had \$4 million in other current liabilities representing the fair value of the interest rate swaps and a corresponding decrease in the underlying debt for the same amount with no net impact to earnings.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 5. Derivative Instruments & Hedging Activities (Continued)

For each of the commodity hedge programs described below, the derivatives are designated as cash flow hedges. Assuming normal market conditions, the changes in the market value of such derivative contracts have historically been, and are expected to continue to be, highly effective at offsetting changes in price movements of the hedged item. Once the hedged item is recognized in earnings, the gains/losses arising from the hedge are reclassified from AOCI to either revenues or cost of products sold, as applicable. As of December 31, 2018, the Company had \$31 million of after-tax gains in AOCI related to gains and losses from commodity cash flow hedge transactions. The Company expects to recognize \$31 million of these after-tax gains in its consolidated statement of earnings during the next 12 months.

The Company uses futures or options contracts to hedge the purchase price of anticipated volumes of corn to be purchased and processed in a future month. The objective of this hedging program is to reduce the variability of cash flows associated with the Company's forecasted purchases of corn. The Company's corn processing plants currently grind approximately 72 million bushels of corn per month. During the past 12 months, the Company hedged between 23% and 95% of its monthly anticipated grind. At December 31, 2018, the Company had designated hedges representing between 7% to 60% of its anticipated monthly grind of corn for the next 12 months.

The Company, from time to time, also uses futures, options, and swaps to hedge the sales price of certain ethanol sales contracts. The Company has established hedging programs for ethanol sales contracts that are indexed to unleaded gasoline prices and to various exchange-traded ethanol contracts. The objective of these hedging programs is to reduce the variability of cash flows associated with the Company's sales of ethanol. During the past 12 months, the Company hedged between 2 million and 135 million gallons of ethanol sales per month under these programs. At December 31, 2018, the Company had designated hedges representing between 0 to 52 million gallons of ethanol sales per month over the next 12 months.

During the first quarter of 2018, the Company started using futures and options contracts to hedge the purchase price of anticipated volumes of soybeans to be purchased and processed in a future month for certain of its U.S. soybean crush facilities. The Company also uses futures or options contracts to hedge the sales prices of anticipated soybean meal and soybean oil sales proportionate to the soybean crushing process at these facilities. During the past 12 months, the Company hedged between 0% and 100% of the anticipated monthly soybean crush for soybean purchases and soybean meal and oil sales at the designated facilities. The Company has designated hedges representing between 0% and 100% of the anticipated monthly soybean crush for soybean purchases and soybean meal and oil sales at the designated facilities over the next 12 months.

The following table sets forth the fair value of derivatives designated as hedging instruments as of December 31, 2018 and 2017.

	December 31, 2018		December 31, 2017	
	Assets	Liabilities	Assets	Liabilities
	(In millions)			
Interest Rate Contracts	\$ —	\$ 20	\$ —	\$ 1
Total	\$ —	\$ 20	\$ —	\$ 1

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 5. Derivative Instruments & Hedging Activities (Continued)

The following table sets forth the pre-tax gains (losses) on derivatives designated as hedging instruments that have been included in the consolidated statement of earnings for the years ended December 31, 2018, 2017, and 2016.

(In millions)	Revenues	Cost of products sold	Interest expense	Other expense (income) - net
For the Year Ended December 31, 2018				
Consolidated Statement of Earnings	\$ 64,341	\$ 60,160	\$ 364	\$ 101
<u>Effective amounts recognized in earnings</u>				
Pre-tax gains (losses) on:				
Interest Contracts	—	—	1	—
Commodity Contracts	36	(113)	—	—
Total gain (loss) recognized in earnings	<u>\$ 36</u>	<u>\$ (113)</u>	<u>\$ 1</u>	<u>\$ —</u>
<u>Total</u> <u>\$ (76)</u>				
For the Year Ended December 31, 2017				
Consolidated Statement of Earnings	\$ 60,828	\$ 57,310	330	\$ (10)
<u>Effective amounts recognized in earnings</u>				
Pre-tax gains (losses) on:				
Foreign Currency Contracts	\$ —	\$ —	\$ —	\$ (2)
Interest Rate Contracts	—	—	1	—
Commodity Contracts	(1)	(45)	—	—
Total gain (loss) recognized in earnings	<u>\$ (1)</u>	<u>\$ (45)</u>	<u>\$ 1</u>	<u>\$ (2)</u>
<u>Total</u> <u>\$ (47)</u>				
For the Year Ended December 31, 2016				
Consolidated Statement of Earnings	\$ 62,346	\$ 58,728	\$ 293	\$ (149)
<u>Effective amounts recognized in earnings</u>				
Pre-tax gains (losses) on:				
Foreign Currency Contracts	\$ —	\$ —	\$ —	\$ (18)
Interest Rate Contracts	—	—	(2)	—
Commodity Contracts	(35)	(82)	—	—
<u>Ineffective amounts recognized in earnings</u>				
Pre-tax gains (losses) on:				
Commodity Contracts	(5)	6	—	—
Total gain (loss) recognized in earnings	<u>\$ (40)</u>	<u>\$ (76)</u>	<u>\$ (2)</u>	<u>\$ (18)</u>
<u>Total</u> <u>\$ (136)</u>				

In 2017, the Company adopted the amended guidance of ASC 815, *Derivatives and Hedging*. As a result, gains or losses related to highly-effective hedging relationships are now deferred in AOCI until the hedged item impacts earnings. Prior to 2017, gain or loss on the derivative instrument that was in excess of the cumulative change in the cash flows of the hedged item, if any (i.e., the ineffective portion) were recognized in the consolidated statement of earnings during the current period.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 5. Derivative Instruments & Hedging Activities (Continued)

Net Investment Hedging Strategies

In June 2015, the Company issued €500 million aggregate principal amount of Floating Rate Notes and €600 million aggregate principal amount of 1.75% Notes. The Company designated the €1.1 billion as a hedge of its net investment in a foreign subsidiary. As of December 31, 2018, the Company had \$26 million of after-tax losses in AOCI related to gains and losses from the net investment hedge transaction. The amount is deferred in AOCI until the underlying investment is divested.

In July 2018, the Company entered into forward foreign exchange contracts and designated €500 million as a hedge of its net investment in a foreign subsidiary. As of December 31, 2018, the Company had \$14 million of after-tax losses in AOCI related to gains and losses from the net investment hedge transaction. The amount is deferred in AOCI until the underlying investment is divested.

Note 6. Other Current Assets

The following table sets forth the items in other current assets:

	December 31, 2018	December 31, 2017
	(In millions)	
Unrealized gains on derivative contracts	\$ 636	\$ 449
Deferred receivables consideration	379	307
Customer omnibus receivable	450	477
Financing receivables - net ⁽¹⁾	424	413
Insurance premiums receivable	35	129
Prepaid expenses	184	232
Tax receivables	379	425
Non-trade receivables ⁽²⁾	323	371
Other current assets	223	372
	\$ 3,033	\$ 3,175

⁽¹⁾ The Company provides financing to suppliers, primarily Brazilian farmers, to finance a portion of the suppliers' production costs. The amounts are reported net of allowances of \$3 million and \$6 million at December 31, 2018 and 2017, respectively. Interest earned on financing receivables of \$26 million, \$25 million, and \$22 million for the years ended December 31, 2018, 2017, and 2016, respectively, is included in interest income in the consolidated statements of earnings.

⁽²⁾ Non-trade receivables included \$84 million and \$91 million of reinsurance recoverables as of December 31, 2018 and 2017, respectively.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 7. Accrued Expenses and Other Payables

The following table sets forth the items in accrued expenses and other payables:

	December 31, 2018	December 31, 2017
(In millions)		
Unrealized losses on derivative contracts	\$ 761	\$ 464
Accrued compensation	337	235
Income tax payable	—	140
Other taxes payable	98	99
Reinsurance premiums payable	15	111
Insurance claims payable	277	268
Contract liability	501	519
Other accruals and payables	924	997
	\$ 2,913	\$ 2,833

Note 8. Investments in and Advances to Affiliates

The Company applies the equity method of accounting for investments in investees over which the Company has the ability to exercise significant influence, including the Company's 24.9% share ownership in Wilmar as of December 31, 2018 and 2017. The Company had 56 unconsolidated domestic and foreign affiliates as of December 31, 2018 and 2017. The following table summarizes the combined balance sheets as of December 31, 2018 and 2017, and the combined statements of earnings of the Company's unconsolidated affiliates for the years ended December 31, 2018, 2017, and 2016.

	December 31	
(In millions)	2018	2017
Current assets	\$ 30,732	\$ 28,200
Non-current assets	21,841	21,411
Current liabilities	(26,592)	(24,209)
Non-current liabilities	(6,205)	(4,250)
Noncontrolling interests	(677)	(981)
Net assets	\$ 19,099	\$ 20,171

	Year Ended December 31		
(In millions)	2018	2017	2016
Revenues	\$ 53,143	\$ 55,908	\$ 45,296
Gross profit	5,118	4,687	4,375
Net income	1,881	1,800	1,119

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 8. Investments in and Advances to Affiliates (Continued)

The Company's share of the undistributed earnings of its unconsolidated affiliates as of December 31, 2018 is \$2.4 billion. The Company's investment in Wilmar has a carrying value of \$3.9 billion as of December 31, 2018, and a market value of \$3.6 billion based on quoted market price converted to U.S. dollars at the applicable exchange rate at December 31, 2018. The investment has been in an unrealized loss position for less than 12 months. The Company evaluated the near-term prospects of the investee in relation to the severity and duration of the impairment. Based on that evaluation, the Company does not consider this equity method investment to be other-than-temporarily impaired at December 31, 2018.

The Company provides credit facilities totaling \$105 million to four unconsolidated affiliates. Two facilities that are due on demand and bear interest between 0.00% and 5.74% have a total outstanding balance of \$34 million. The other two facilities have no outstanding balance as of December 31, 2018. The outstanding balance is included in other current assets in the accompanying consolidated balance sheet.

Note 9. Goodwill and Other Intangible Assets

Goodwill balances attributable to consolidated businesses, by segment, are set forth in the following table.

	December 31, 2018	December 31, 2017
	(In millions)	
Origination	\$ 54	\$ 55
Oilseeds	131	133
Carbohydrate Solutions	265	281
Nutrition	2,042	1,901
Other	4	4
Total	<u>\$ 2,496</u>	<u>\$ 2,374</u>

The changes in goodwill during the year ended December 31, 2018 primarily related to acquisitions of \$187 million (see Note 3), partially offset by foreign currency translation adjustments of \$77 million.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 9. Goodwill and Other Intangible Assets (Continued)

The following table sets forth the other intangible assets:

	Useful Life (In years)	December 31, 2018			December 31, 2017		
		Gross Amount	Accumulated Amortization	Net	Gross Amount	Accumulated Amortization	Net
		(In millions)					
Intangible assets with indefinite lives:							
Trademarks/brands		\$ 248	\$ —	\$ 248	\$ 235	\$ —	\$ 235
Other		1	—	1	1	—	1
Intangible assets with definite lives:							
Trademarks/brands	20	28	(10)	18	28	(9)	19
Customer lists	3 to 30	876	(228)	648	829	(183)	646
Patents	4 to 20	60	(35)	25	54	(32)	22
Computer software	2 to 8	411	(272)	139	389	(239)	150
Land rights	2 to 50	173	(25)	148	147	(17)	130
Recipes and other	3 to 20	525	(207)	318	519	(178)	341
Total		<u>\$ 2,322</u>	<u>\$ (777)</u>	<u>\$ 1,545</u>	<u>\$ 2,202</u>	<u>\$ (658)</u>	<u>\$ 1,544</u>

The changes in the gross carrying amounts of other intangible assets during the year ended December 31, 2018 primarily related to acquisitions of \$132 million (see Note 3), capitalized software of \$26 million, and reclassifications, partially offset by foreign currency translation adjustments of \$63 million and impairment of \$9 million.

Aggregate amortization expense was \$129 million, \$122 million, and \$113 million for the years ended December 31, 2018, 2017, and 2016, respectively. The estimated future aggregate amortization expense for the next five years are \$146 million, \$143 million, \$136 million, \$131 million, and \$124 million.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 10. Debt Financing Arrangements

	December 31, 2018	December 31, 2017
	(In millions)	
2.5% Notes \$1 billion face amount, due in 2026	\$ 993	\$ 992
1.0% Notes €650 million face amount, due in 2025	736	—
1.75% Notes €600 million face amount, due in 2023	682	714
4.5% Notes \$600 million face amount, due in 2049	587	—
Floating Rate Notes €500 million face amount, due in 2019	572	599
4.479% Debentures \$516 million face amount, due in 2021	493	501
3.75% Notes \$500 million face amount, due in 2047	493	492
5.375% Debentures \$470 million face amount, due in 2035	461	460
3.375% Notes \$400 million face amount, due in 2022	398	—
4.016% Debentures \$570 million face amount, due in 2043	386	383
4.535% Debentures \$528 million face amount due in 2042	382	379
5.765% Debentures \$378 million face amount, due in 2041	378	378
5.935% Debentures \$383 million face amount, due in 2032	378	378
7.0% Debentures \$164 million face amount, due in 2031	163	163
6.625% Debentures \$160 million face amount, due in 2029	159	159
6.95% Debentures \$159 million face amount, due in 2097	155	155
7.5% Debentures \$150 million face amount, due in 2027	149	150
6.45% Debentures \$127 million face amount, due in 2038	126	126
6.75% Debentures \$118 million face amount, due in 2027	117	117
Other	472	490
Total long-term debt including current maturities	8,280	6,636
Current maturities	(582)	(13)
Total long-term debt	\$ 7,698	\$ 6,623

On December 3, 2018, the Company issued \$600 million and \$400 million aggregate principal amounts of 4.5% Notes due in 2049 and 3.375% Notes due in 2022, respectively. Net proceeds before expenses for the 4.5% and 3.375% Notes were \$588 million and \$399 million, respectively.

On September 12, 2018, the Company issued €650 million (\$744 million as of December 31, 2018) aggregate principal amount of 1.0% Notes due in 2025. Net proceeds before expenses were \$747 million.

On September 29, 2017, the Company redeemed \$559 million aggregate principal amount of 5.45% Notes due on March 15, 2018 and incurred an early extinguishment charge of \$11 million in the year ended December 31, 2017.

On September 14, 2017, the Company issued \$500 million aggregate principal amount of 3.75% Notes due in 2047. Proceeds before expenses were \$493 million.

On April 15, 2017, the Company retired \$261 million aggregate principal amount of 8.375% Notes that matured on April 15, 2017.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 10. Debt Financing Arrangements (Continued)

Discount amortization expense, net of premium amortization, of \$10 million, \$11 million, and \$9 million for the years ended December 31, 2018, 2017, and 2016, respectively, are included in interest expense related to the Company's long-term debt.

At December 31, 2018, the fair value of the Company's long-term debt exceeded the carrying value by \$0.7 billion, as estimated using quoted market prices (a Level 2 measurement under applicable accounting standards).

The aggregate maturities of long-term debt for the five years after December 31, 2018, are \$582 million, \$16 million, \$666 million, \$409 million, and \$11 million, respectively.

At December 31, 2018, the Company had lines of credit, including the accounts receivable securitization programs described below, totaling \$10.4 billion, of which \$8.9 billion was unused. The weighted average interest rates on short-term borrowings outstanding at December 31, 2018 and 2017, were 7.95% and 2.35%, respectively. Of the Company's total lines of credit, \$5.0 billion supported the combined U.S. and European commercial paper borrowing programs, against which there was no commercial paper outstanding at December 31, 2018.

The Company's credit facilities and certain debentures require the Company to comply with specified financial and non-financial covenants including maintenance of minimum tangible net worth as well as limitations related to incurring liens, secured debt, and certain other financing arrangements. The Company is in compliance with these covenants as of December 31, 2018.

The Company had outstanding standby letters of credit and surety bonds at December 31, 2018 and 2017, totaling \$1.7 billion and \$1.2 billion, respectively.

The Company has accounts receivable securitization programs (the "Programs"). The Programs provide the Company with up to \$1.8 billion in funding resulting from the sale of accounts receivable. As of December 31, 2018, the Company utilized \$1.5 billion of its facility under the Programs (see Note 19 for more information on the Programs).

Note 11. Stock Compensation

The Company's employee stock compensation plans provide for the granting of options to employees to purchase common stock of the Company pursuant to the Company's 2009 Incentive Compensation Plan. These options are issued at market value on the date of grant, vest incrementally over one to five years, and expire ten years after the date of grant.

The fair value of each option grant is estimated as of the date of grant using the Black-Scholes single option pricing model. The volatility assumption used in the Black-Scholes single option pricing model is based on the historical volatility of the Company's stock. The volatility of the Company's stock was calculated based upon the monthly closing price of the Company's stock for the period immediately prior to the date of grant corresponding to the average expected life of the grant. The average expected life represents the period of time that option grants are expected to be outstanding. The risk-free rate is based on the rate of U.S. Treasury zero-coupon issues with a remaining term equal to the expected life of option grants. The assumptions used in the Black-Scholes single option pricing model are as follows.

	Year Ended December 31		
	2018	2017	2016
Dividend yield	3%	3%	3%
Risk-free interest rate	2%	2%	1%
Stock volatility	23%	25%	25%
Average expected life (years)	6	6	6

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 11. Stock Compensation (Continued)

A summary of option activity during 2018 is presented below:

	Shares	Weighted-Average Exercise Price
	(In thousands, except per share amounts)	
Shares under option at December 31, 2017	11,026	\$33.23
Granted ⁽¹⁾	—	40.50
Exercised	(1,954)	28.15
Forfeited or expired	(11)	27.06
Shares under option at December 31, 2018	9,061	\$34.33
Exercisable at December 31, 2018	6,736	\$33.07

⁽¹⁾ The number of shares granted during 2018 was immaterial.

The weighted-average remaining contractual term of options outstanding and exercisable at December 31, 2018, is 5 years and 4 years, respectively. The aggregate intrinsic value of options outstanding and exercisable at December 31, 2018, is \$81 million and \$69 million, respectively. The weighted-average grant-date fair values of options granted during the years ended December 31, 2018, 2017, and 2016, were \$6.95, \$7.90, and \$5.67, respectively. The total intrinsic values of options exercised during the years ended December 31, 2018, 2017, and 2016, were \$36 million, \$11 million, and \$28 million, respectively. Cash proceeds received from options exercised during the years ended December 31, 2018, 2017, and 2016, were \$55 million, \$27 million, and \$62 million, respectively.

At December 31, 2018, there was \$7 million of total unrecognized compensation expense related to option grants. Amounts to be recognized as compensation expense during the next two years are \$4 million and \$3 million, respectively.

The Company's 2009 Incentive Compensation Plan provides for the granting of restricted stock and restricted stock units (Restricted Stock Awards) at no cost to certain officers and key employees. In addition, the Company's 2009 Incentive Compensation Plan also provides for the granting of performance stock units (PSUs) at no cost to certain officers and key employees. Restricted Stock Awards are made in common stock or stock units with equivalent rights and vest at the end of a three-year restriction period. The awards for PSUs are made in common stock units and vest at the end of a three-year vesting period subject to the attainment of certain future service and performance criteria based on the Company's adjusted return on invested capital (ROIC), adjusted earnings before taxes, interest, and depreciation and amortization (EBITDA), and total shareholder return (TSR). During the years ended December 31, 2018, 2017, and 2016, 2.5 million, 2.2 million, and 1.8 million common stock or stock units, respectively, were granted as Restricted Stock Awards and PSUs. At December 31, 2018, there were 6.3 million shares available for future grants pursuant to the 2009 plan.

The fair value of Restricted Stock Awards is determined based on the market value of the Company's shares on the grant date. The fair value of PSUs is based on the weighted-average values of adjusted ROIC, adjusted EBITDA, and TSR. The adjusted ROIC and adjusted EBITDA fair value is determined based on the market value of the Company's shares on the grant date while the TSR fair value is determined using the Monte Carlo simulation. The weighted-average grant-date fair values of awards granted during the years ended December 31, 2018, 2017, and 2016 were \$42.72, \$44.38, and \$33.31, respectively.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 11. Stock Compensation (Continued)

A summary of Restricted Stock Awards and PSUs activity during 2018 is presented below:

	Restricted Stock Awards and PSUs	Weighted Average Grant-Date Fair Value
(In thousands, except per share amounts)		
Non-vested at December 31, 2017	5,367	\$41.60
Granted	2,518	42.72
Vested	(1,575)	46.69
Forfeited	(185)	40.42
Non-vested at December 31, 2018	6,125	\$40.82

At December 31, 2018, there was \$99 million of total unrecognized compensation expense related to Restricted Stock Awards and PSUs. Amounts to be recognized as compensation expense during the next three years are \$60 million, \$36 million, and \$3 million, respectively. The total grant-date fair value of Restricted Stock Awards that vested during the year ended December 31, 2018 was \$74 million.

Compensation expense for option grants, Restricted Stock Awards, and PSUs granted to employees is generally recognized on a straight-line basis during the service period of the respective grant. Certain of the Company's option grants, Restricted Stock Awards, and PSUs continue to vest upon the recipient's retirement from the Company and compensation expense related to option grants and Restricted Stock Awards granted to retirement-eligible employees is recognized in earnings on the date of grant. Compensation expense for PSUs is based on the probability of meeting the performance criteria.

Total compensation expense for option grants, Restricted Stock Awards, and PSUs recognized during the years ended December 31, 2018, 2017, and 2016 was \$109 million, \$66 million, and \$72 million, respectively.

Note 12. Other (Income) Expense – Net

The following table sets forth the items in other (income) expense:

(In millions)	Year Ended December 31		
	2018	2017	2016
Gains on sales and revaluation of assets and businesses	\$ (43)	\$ (80)	\$ (130)
Pension settlement	117	—	—
Loss on debt extinguishment	—	11	—
Other – net	27	59	(19)
	\$ 101	\$ (10)	\$ (149)

Individually significant items included in the table above are:

Gains on sales of assets and businesses for the year ended December 31, 2018 included gains on the sale of the Company's oilseeds operations in Bolivia and an equity investment, and individually insignificant assets in the ordinary course of business. Gains on sales of assets and businesses for the year ended December 31, 2017 included gains related to the sale of the crop risk services business and disposals of other individually insignificant assets in the ordinary course of business, partially offset by an adjustment of the proceeds of the 2015 sale of the cocoa business. Gains on sales and revaluation of assets for the year ended December 31, 2016 included realized additional consideration related to the sale of the Company's equity investment in Gruma S.A.B de C.V., recovery of loss provisions and a gain related to the sale of the Company's Brazilian sugar ethanol facilities, and a gain related to the revaluation of the remaining interest to settlement value in conjunction with the acquisition of Amazon Flavors, partially offset by a loss on sale of other individually immaterial assets.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 12. Other (Income) Expense – Net (Continued)

Pension settlement for the year ended December 31, 2018 related to the purchase of a group annuity contract that irrevocably transferred the future benefit obligations and annuity administration for certain retirees under the Company's ADM Retirement Plan.

Loss on debt extinguishment for the year ended December 31, 2017 related to the early redemption of the Company's \$559 million notes due on March 15, 2018.

Realized gains and losses on sales of available-for-sale marketable securities were immaterial for all periods presented. There were no impairment losses on securities for the years ended December 31, 2018 and 2017. Impairment losses on securities of \$6 million for the year ended December 31, 2016 were classified as asset impairment, exit, and restructuring charges in the consolidated statement of earnings (see Note 18 for more information).

Other - net for the year ended December 31, 2018 included foreign exchange losses partially offset by other income and the non-service components of net benefit income. Other - net for the year ended December 31, 2017 included provisions for contingent losses related to certain legal settlement items in the Oilseeds and Nutrition segments, foreign exchange losses, and the non-service components of net benefit cost, partially offset by other income.

Note 13. Income Taxes

The following table sets forth the geographic split of earnings before income taxes:

(In millions)	Year Ended December 31		
	2018	2017	2016
United States	\$ 972	\$ 1,104	\$ 1,215
Foreign	1,088	505	607
	<u>\$ 2,060</u>	<u>\$ 1,609</u>	<u>\$ 1,822</u>

Significant components of income taxes are as follows:

(In millions)	Year Ended December 31		
	2018	2017	2016
Current			
Federal	\$ 96 ¹	\$ 541 ¹	\$ 327
State	25	53	5
Foreign	171	127	146
Deferred			
Federal	(55)	(645) ¹	18
State	(16)	(6)	28
Foreign	24	(63)	10
	<u>\$ 245</u>	<u>\$ 7</u>	<u>\$ 534</u>

¹ Includes the impact of the Tax Cuts and Jobs Act as discussed on page 88.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 13. Income Taxes (Continued)

Significant components of deferred tax liabilities and assets are as follows:

	December 31, 2018	December 31, 2017
(In millions)		
Deferred tax liabilities		
Property, plant, and equipment	\$ 1,074	\$ 1,079
Equity in earnings of affiliates	70	91
Debt exchange	81	83
Reserves and other accruals	25	4
Other	83	79
	\$ 1,333	\$ 1,336
Deferred tax assets		
Pension and postretirement benefits	\$ 122	\$ 126
Stock compensation	55	52
Foreign tax loss carryforwards	313	254
Capital loss carryforwards	55	64
State tax attributes	74	78
Unrealized foreign currency losses	48	103
Reserves and other accruals	18	17
Other	56	40
Gross deferred tax assets	741	734
Valuation allowances	(289)	(264)
Net deferred tax assets	\$ 452	\$ 470
Net deferred tax liabilities	\$ 881	\$ 866
The net deferred tax liabilities are classified as follows:		
Noncurrent assets (foreign)	\$ 186	\$ 187
Noncurrent liabilities	(929)	(934)
Noncurrent liabilities (foreign)	(138)	(119)
	\$ (881)	\$ (866)

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 13. Income Taxes (Continued)

Reconciliation of the statutory federal income tax rate to the Company's effective income tax rate on earnings is as follows:

	Year Ended		
	December 31		
	2018	2017	2016
Statutory rate	21.0%	35.0%	35.0%
State income taxes, net of federal tax benefit	0.3	1.7	1.4
Foreign earnings taxed at rates other than the U.S. statutory rate	(1.5)	(4.7)	(4.4)
Foreign currency effects/remeasurement	(1.9)	(0.7)	2.2
Income tax adjustment to filed returns	(1.9)	(3.0)	0.8
Tax benefit on U.S. biodiesel credits	(2.3)	—	(3.3)
Tax benefit on U.S. qualified production activity deduction	—	(2.2)	(1.4)
Tax on global intangible low-taxed income	1.0	—	—
Tax benefit on foreign derived intangible income deduction	(1.0)	—	—
U.S. tax reform impacts	(1.1)	(23.9)	—
Valuation allowances	—	0.3	0.6
Other	(0.7)	(2.1)	(1.6)
Effective income tax rate	11.9%	0.4%	29.3%

The foreign rate differential is primarily due to lower tax rates from the Company's operations in Switzerland, Asia, and the Caribbean. The Company's foreign earnings, which were taxed at rates lower than the U.S. rate and were generated from these jurisdictions, were 56%, 59%, and 47% of its foreign earnings before taxes in fiscal years 2018, 2017, and 2016, respectively.

Undistributed earnings of the Company's foreign subsidiaries and the Company's share of the undistributed earnings of affiliated corporate joint venture companies accounted for on the equity method aggregated to approximately \$10.5 billion at December 31, 2018. Because the Company's undistributed foreign earnings and outside basis differences inherent in foreign entities continue to be indefinitely reinvested in foreign operations, no income taxes, other than the transition tax and the minimum tax on Global Intangible Low Taxed Income (GILTI), have been provided. It is not practicable to determine the amount of unrecognized deferred tax liability related to any remaining undistributed foreign earnings not subject to the transition tax and additional outside basis differences in these entities.

The Tax Cuts and Jobs Act (the "Act") was enacted on December 22, 2017. The income tax effects of changes in tax laws are recognized in the period when enacted. The Act provides for numerous significant tax law changes and modifications with varying effective dates, which include reducing the U.S. federal corporate income tax rate from 35% to 21%, creating a territorial tax system (with a one-time transition tax on previously deferred foreign earnings), broadening the tax base, and allowing for immediate capital expensing of certain qualified property. As a result, the Company made a reasonable estimate of the effects on existing deferred tax balances and the one-time transition tax, and recognized a net provisional benefit of \$379 million, which is included as a component of income tax expense in the year ended December 31, 2017. The net provisional benefit consisted of a net tax benefit of \$528 million related to the remeasurement of deferred tax balance and a beneficial impact of \$220 million on reserves previously established under ASC Subtopic 740-30, *Income Taxes - Other Considerations or Special Areas*, partially offset by the \$369 million provisional impact of the transition tax. The Company performed a quarterly review of the provisional tax liability recorded in 2017 as new guidance on the Act was issued in 2018. The Company finalized its calculation of the transition tax and recorded a tax benefit of \$29 million in the fourth quarter of 2018. The Company is currently assessing the impact of pending Treasury Regulations on the Company's transition tax calculation, and will record any adjustment in 2019. The Company has elected to pay the one-time transition tax over eight years.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 13. Income Taxes (Continued)

The Act also contains new provisions related to GILTI and Foreign Derived Intangible Income (FDII) which are effective for fiscal year 2018. In 2018, the Company incurred additional U.S. taxable income of \$101 million related to GILTI, and deducted \$101 million related to FDII. The Company made an accounting policy election to treat GILTI as a period cost. During 2018, U.S. tax authorities issued proposed Treasury Regulations addressing some of the tax reform items that were effective in 2018. Once final Treasury Regulations are issued, the Company will record the impact of any changes in 2019. It is also reasonable to expect that global taxing authorities will be reviewing their current legislation for potential modifications in reaction to the implementation of the Act. The additional guidance, along with the potential for additional global tax legislation changes, may affect significant deductions and income inclusions and could have a material adverse effect on the Company's net income or cash flow.

The Company had \$313 million and \$254 million of tax assets related to net operating loss carry-forwards of certain international subsidiaries at December 31, 2018 and 2017, respectively. As of December 31, 2018, approximately \$221 million of these assets have no expiration date, and the remaining \$92 million expire at various times through fiscal 2028. The annual usage of certain of these assets is limited to a percentage of taxable income of the respective foreign subsidiary for the year. The Company has recorded a valuation allowance of \$166 million and \$134 million against these tax assets at December 31, 2018 and 2017, respectively, due to the uncertainty of their realization.

The Company had \$55 million and \$64 million of tax assets related to foreign and domestic capital loss carryforwards at December 31, 2018 and 2017, respectively. The Company has recorded a valuation allowance of \$55 million and \$64 million against these tax assets at December 31, 2018 and 2017, respectively.

The Company had \$74 million and \$78 million of tax assets related to state income tax attributes (incentive credits and net operating loss carryforwards), net of federal tax benefit, at December 31, 2018 and 2017, respectively, which will expire at various times through fiscal 2038. Due to the uncertainty of realization, the Company recorded a valuation allowance of \$68 million and \$65 million related to state income tax assets net of federal tax benefit as of December 31, 2018 and 2017, respectively.

The Company remains subject to federal examination in the U.S. for the calendar tax years 2016, 2017, and 2018.

The following table sets forth a rollforward of activity of unrecognized tax benefits for the year ended December 31, 2018 and 2017 as follows:

	Unrecognized Tax Benefits	
	December 31, 2018	December 31, 2017
	(In millions)	
Beginning balance	\$ 56	\$ 55
Additions related to current year's tax positions	3	—
Additions related to prior years' tax positions	46	26
Additions related to acquisitions	7	—
Reductions related to lapse of statute of limitations	(2)	(1)
Settlements with tax authorities	(3)	(24)
Ending balance	<u>\$ 107</u>	<u>\$ 56</u>

The additions and reductions in unrecognized tax benefits shown in the table included effects related to net income and shareholders' equity. The changes in unrecognized tax benefits did not have a material effect on the Company's net income or cash flow. At December 31, 2018 and 2017, the Company had accrued interest and penalties on unrecognized tax benefits of \$24 million and \$23 million, respectively.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 13. Income Taxes (Continued)

The Company is subject to income taxation and routine examinations in many jurisdictions around the world and frequently faces challenges regarding the amount of taxes due. These challenges include positions taken by the Company related to the timing, nature, and amount of deductions and the allocation of income among various jurisdictions. In its routine evaluations of the exposure associated with various tax filing positions, the Company recognizes a liability, when necessary, for estimated potential tax owed by the Company in accordance with applicable accounting standards. Resolution of the related tax positions, through negotiations with relevant tax authorities or through litigation, may take years to complete. Therefore, it is difficult to predict the timing for resolution of tax positions and the Company cannot predict or provide assurance as to the ultimate outcome of these ongoing or future examinations. However, the Company does not anticipate that the total amount of unrecognized tax benefits will increase or decrease significantly in the next twelve months. Given the long periods of time involved in resolving tax positions, the Company does not expect that the recognition of unrecognized tax benefits will have a material impact on the Company's effective income tax rate in any given period. If the total amount of unrecognized tax benefits were recognized by the Company at one time, there would be a reduction of \$107 million on the tax expense for that period.

The Company's wholly-owned subsidiary, ADM do Brasil Ltda. (ADM do Brasil), has received three separate tax assessments from the Brazilian Federal Revenue Service (BFRS) challenging the tax deductibility of commodity hedging losses and related expenses for the tax years 2004, 2006 and 2007. These assessments totaled approximately \$109 million in tax and \$308 million in interest and penalties as of December 31, 2018 (adjusted for variation in currency exchange rates). The statute of limitations for tax years 2005 and 2008 to 2011 has expired. The Company does not expect to receive any additional tax assessments with respect to this issue.

ADM do Brasil enters into commodity hedging transactions that can result in gains, which are included in ADM do Brasil's calculation of taxable income in Brazil, and losses, which ADM do Brasil deducts from its taxable income in Brazil. The Company has evaluated its tax position regarding these hedging transactions and concluded, based upon advice from Brazilian legal counsel, that it was appropriate to recognize both gains and losses resulting from hedging transactions when determining its Brazilian income tax expense. Therefore, the Company has continued to recognize the tax benefit from hedging losses in its financial statements and has not recorded any tax liability for the amounts assessed by the BFRS.

ADM do Brasil filed an administrative appeal for each of the assessments. The appeal panel found in favor of the BFRS on these assessments and ADM do Brasil filed a second level administrative appeal. The second administrative appeal panel continues to conduct customary procedural activities, including ongoing dialogue with the BFRS auditor. If ADM do Brasil continues to be unsuccessful in the administrative appellate process, the Company intends to file appeals in the Brazilian federal courts. While the Company believes its consolidated financial statements properly reflect the tax deductibility of these hedging losses, the ultimate resolution of this matter could result in the future recognition of additional payments of, and expense for, income tax and the associated interest and penalties. The Company intends to vigorously defend its position against the current assessment.

In 2012, the Company's subsidiaries in Argentina, ADM Argentina and Alfred Toepfer Argentina, received tax assessments challenging transfer prices used to price grain exports for the tax years 2004 through 2010. As of December 31, 2018, these assessments totaled \$17 million in tax and \$58 million in interest and penalties (adjusted for variation in currency exchange rates). The Argentine tax authorities conducted a review of income and other taxes paid by large exporters and processors of cereals and other agricultural commodities resulting in allegations of income tax evasion. The Company strongly believes that it has complied with all Argentine tax laws. To date, the Company has not received assessments for tax years subsequent to 2010. However, it cannot rule out receiving additional assessments challenging transfer prices used to price grain exports for these years, and estimates that these potential assessments could be approximately \$52 million in tax and \$58 million in interest (adjusted for variation in currency exchange rates). The Company believes that it has appropriately evaluated the transactions underlying these assessments, and has concluded, based on Argentine tax law, that its tax position would be sustained, and accordingly, has not recorded a tax liability for these assessments. The Company intends to vigorously defend its position against the current assessments and any similar assessments that may be issued for years subsequent to 2010.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 13. Income Taxes (Continued)

In accordance with the accounting requirements for uncertain tax positions, the Company has not recorded an uncertain tax liability for these assessments because it has concluded that it is more likely than not to prevail on the Brazil and Argentina matters based upon their technical merits and because the taxing jurisdictions' processes do not provide a mechanism for settling at less than the full amount of the assessment. The Company's consideration of these tax assessments requires judgments about the application of income tax regulations to specific facts and circumstances. The final outcome of these matters cannot reliably be predicted, may take many years to resolve, and could result in financial impacts of up to the entire amount of these assessments.

In 2014, the Company's wholly-owned subsidiary in the Netherlands, ADM Europe B.V., received a tax assessment from the Netherlands tax authority challenging the transfer pricing aspects of a 2009 business reorganization which involved two of its subsidiary companies in the Netherlands. As of December 31, 2018, this assessment was \$93 million in tax and \$31 million in interest (adjusted for variation in currency exchange rates). The Company has appealed the assessment and carefully evaluated the underlying transactions and has concluded that the amount of the gain recognized on the reorganization for tax purposes was appropriate. While the Company plans to vigorously defend its position against the assessment, it has accrued an amount it believes would be the likely outcome of the litigation. The Company's defense of the judicial appeal may take an extended period of time and could result in additional financial impacts of up to the entire amount of this assessment.

Note 14. Leases

The Company leases manufacturing and warehouse facilities, real estate, transportation assets, and other equipment under non-cancelable operating leases, the majority of which expire at various dates through the year 2038. Rent expense for the years ended December 31, 2018, 2017, and 2016 was \$310 million, \$249 million, and \$253 million, respectively. Future minimum rental payments for non-cancellable operating leases, including time charters of ocean going vessels, with initial or remaining terms in excess of one year are as follows:

	Minimum Rental Payments	
	(In millions)	
2019	\$	214
2020		149
2021		121
2022		95
2023		52
Thereafter		177
Total minimum lease payments	<u>\$</u>	<u>808</u>

Note 15. Employee Benefit Plans

The Company provides substantially all U.S. employees and employees at certain foreign subsidiaries with retirement benefits including defined benefit pension plans and defined contribution plans. The Company provides certain eligible U.S. employees who retire under qualifying conditions with subsidized postretirement health care coverage or Health Care Reimbursement Accounts.

In October 2018, the Company amended the ADM Retirement Plan (the "Plan") and entered into a binding agreement to purchase a group annuity contract from The Prudential Insurance Company of America ("Prudential"), irrevocably transferring the future benefit obligations and annuity administration for approximately 3,800 retirees from the Plan to Prudential. The purchase of the group annuity contract, which was funded directed by the Plan's assets, was completed on November 2, 2018 and reduced the Company's pension obligations by approximately \$528 million. As a result of the transaction, the Company recognized a non-cash pension settlement charge of approximately \$117 million in the fourth quarter of 2018.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 15. Employee Benefit Plans (Continued)

In July 2017, the Company announced that all participants in the Company's U.S. salaried pension plan and the Supplemental Executive Retirement Plan (SERP) will begin accruing benefits under the cash balance formula effective January 1, 2022. Benefits for participants who were accruing under the final average pay formula will be frozen as of December 31, 2021, including pay and service through that date. This change, along with other changes in participation associated with divestitures and restructuring, triggered a remeasurement of the salaried pension plan and the SERP resulting in decreases in the fiscal 2017 pension expense, accumulated other comprehensive loss, and underfunded status by \$18 million, \$164 million, and \$182 million, respectively.

In 2017, the Company also changed the method used to estimate the service and interest cost components of the net periodic pension and postretirement benefit costs for its U.S., Canadian, and U.K. plans. The new method uses the spot rate yield curve approach to estimate the service and interest costs. Previously, those costs were determined using a single weighted-average discount rate applied to all future cash outflows. The change does not affect the measurement of the Company's benefit obligations and was accounted for as a change in accounting estimate in accordance with the guidance of ASC Topic 250, *Accounting Estimates and Error Corrections*, thereby impacting the current and future periods. The impact of this change on after-tax earnings and diluted earnings per share for the year ended December 31, 2017 was immaterial.

In December 2016, the Company announced a change to the U.S. retiree medical program which affected employees with less than 30 years of service at January 1, 2017. The change resulted in a curtailment gain of \$38 million for the year ended December 31, 2016.

The Company maintains 401(k) plans covering substantially all U.S. employees. The Company contributes cash to the plans to match qualifying employee contributions, and also provides a non-matching employer contribution of 1% of pay to eligible participants. Under an employee stock ownership component of the 401(k) plans, employees may choose to invest in the Company's stock as part of their own investment elections. The employer contributions are expensed when paid. Assets of the Company's 401(k) plans consist primarily of listed common stocks and pooled funds. The Company's 401(k) plans held 9 million shares of Company common stock at December 31, 2018, with a market value of \$388 million. Cash dividends received on shares of Company common stock by these plans during the year ended December 31, 2018 were \$13 million.

The following table sets forth the components of retirement plan expense for the years ended December 31, 2018, 2017, and 2016:

(In millions)	Pension Benefits			Postretirement Benefits		
	Year Ended December 31			Year Ended December 31		
	2018	2017	2016	2018	2017	2016
Retirement plan expense						
Defined benefit plans:						
Service cost (benefits earned during the period)	\$ 66	\$ 78	\$ 82	\$ 2	\$ 2	\$ 3
Interest cost	93	106	113	5	6	8
Expected return on plan assets	(146)	(145)	(137)	—	—	—
Settlement charges	117	—	(5)	—	—	—
Curtailments	(1)	—	—	—	—	(38)
Amortization of actuarial loss	55	65	56	3	4	3
Amortization of prior service cost (credit)	(19)	(7)	2	(15)	(13)	(17)
Net periodic defined benefit plan expense	165	97	111	(5)	(1)	(41)
Defined contribution plans	50	57	57	—	—	—
Total retirement plan expense	\$ 215	\$ 154	\$ 168	\$ (5)	\$ (1)	\$ (41)

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 15. Employee Benefit Plans (Continued)

The following tables set forth changes in the defined benefit obligation and the fair value of defined benefit plan assets for the years ended December 31, 2018 and 2017:

	Pension Benefits		Postretirement Benefits	
	December 31 2018	December 31 2017	December 31 2018	December 31 2017
	(In millions)		(In millions)	
Benefit obligation, beginning	\$ 3,109	\$ 2,992	\$ 154	\$ 171
Service cost	66	78	2	2
Interest cost	93	106	5	6
Actuarial loss (gain)	(278)	129	(4)	(4)
Employee contributions	2	2	—	—
Curtailements	(1)	—	—	—
Acquisitions	—	3	—	—
Settlements	(528)	(6)	—	—
Benefits paid	(99)	(86)	(13)	(11)
Plan amendments	2	(180)	—	(10)
Actual expenses	—	(2)	—	—
Foreign currency effects	(43)	73	—	—
Benefit obligation, ending	<u>\$ 2,323</u>	<u>\$ 3,109</u>	<u>\$ 144</u>	<u>\$ 154</u>
Fair value of plan assets, beginning	\$ 2,448	\$ 2,131	\$ —	\$ —
Actual return on plan assets	(122)	340	—	—
Employer contributions	66	29	13	11
Employee contributions	2	2	—	—
Settlements	(528)	(6)	—	—
Benefits paid	(99)	(86)	(13)	(11)
Actual expenses	—	(2)	—	—
Foreign currency effects	(31)	40	—	—
Fair value of plan assets, ending	<u>\$ 1,736</u>	<u>\$ 2,448</u>	<u>\$ —</u>	<u>\$ —</u>
Funded status	<u>\$ (587)</u>	<u>\$ (661)</u>	<u>\$ (144)</u>	<u>\$ (154)</u>
Prepaid benefit cost	\$ 53	\$ 55	\$ —	\$ —
Accrued benefit liability – current	(17)	(17)	(13)	(12)
Accrued benefit liability – long-term	(623)	(699)	(131)	(142)
Net amount recognized in the balance sheet	<u>\$ (587)</u>	<u>\$ (661)</u>	<u>\$ (144)</u>	<u>\$ (154)</u>

Included in AOCI for pension benefits at December 31, 2018, are the following amounts that have not yet been recognized in net periodic pension cost: unrecognized prior service credit of \$150 million and unrecognized actuarial loss of \$517 million. The prior service credit and actuarial loss included in AOCI expected to be recognized in net periodic pension cost during 2018 is \$19 million and \$20 million, respectively.

Included in AOCI for postretirement benefits at December 31, 2018, are the following amounts that have not yet been recognized in net periodic postretirement benefit cost: unrecognized prior service credit of \$31 million and unrecognized actuarial loss of \$27 million. Prior service credit of \$15 million and actuarial loss of \$2 million included in AOCI are expected to be recognized in net periodic benefit cost during 2018.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 15. Employee Benefit Plans (Continued)

The following table sets forth the principal assumptions used in developing net periodic pension cost:

	Pension Benefits		Postretirement Benefits	
	December 31 2018	December 31 2017	December 31 2018	December 31 2017
Discount rate	3.4%	3.7%	3.7%	3.9%
Expected return on plan assets	6.8%	6.8%	N/A	N/A
Rate of compensation increase	4.7%	4.6%	N/A	N/A

The following table sets forth the principal assumptions used in developing the year-end actuarial present value of the projected benefit obligations:

	Pension Benefits		Postretirement Benefits	
	December 31 2018	December 31 2017	December 31 2018	December 31 2017
Discount rate	3.9%	3.4%	4.3%	3.7%
Rate of compensation increase	4.9%	4.7%	N/A	N/A

The projected benefit obligation, accumulated benefit obligation, and fair value of plan assets for the pension plans with projected benefit obligations in excess of plan assets were \$2.0 billion, \$1.9 billion, and \$1.4 billion, respectively as of December 31, 2018, and \$2.7 billion, \$2.6 billion, and \$2.0 billion, respectively, as of December 31, 2017. The projected benefit obligation, accumulated benefit obligation, and fair value of plan assets for the pension plans with accumulated benefit obligations in excess of plan assets were \$1.9 billion, \$1.8 billion, and \$1.3 billion, respectively, as of December 31, 2018 and \$2.7 billion, \$2.5 billion, and \$1.9 billion, respectively, as of December 31, 2017. The accumulated benefit obligation for all pension plans as of December 31, 2018 and 2017, was \$2.2 billion and \$3.0 billion, respectively.

For postretirement benefit measurement purposes, a 7.30% annual rate of increase in the per capita cost of covered health care benefits was assumed for the year ended December 31, 2018. The rate was assumed to decrease gradually to 4.5% by 2026 and remain at that level thereafter.

A 1% change in assumed health care cost trend rates would have the following effects:

	1% Increase	1% Decrease
	(In millions)	
Effect on accumulated postretirement benefit obligations	\$ 4	\$ (5)

The effect on combined service and interest cost components is immaterial.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 15. Employee Benefit Plans (Continued)

Plan Assets

The Company's employee benefit plan assets are principally comprised of the following types of investments:

Common stock:

Equity securities are valued based on quoted exchange prices and are classified within Level 1 of the valuation hierarchy.

Mutual funds:

Mutual funds are valued at the closing price reported on the active market on which they are traded and are classified within Level 1 of the valuation hierarchy.

Common collective trust (CCT) funds:

The fair values of the CCTs are valued using net asset value (NAV). The investments in CCTs are comprised of international equity and short-term investments. The investments are valued at NAV provided by administrators of the funds.

Corporate debt instruments:

Corporate debt instruments are valued using third-party pricing services and are classified within Level 2 of the valuation hierarchy.

U.S. Treasury instruments:

U.S. Treasury instruments are valued at the closing price reported on the active market on which they are traded and are classified within Level 1 of the valuation hierarchy.

U.S. government agency, state, and local government bonds:

U.S. government agency obligations and state and municipal debt securities are valued using third-party pricing services and are classified within Level 2 of the valuation hierarchy.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Company believes its valuation methods are appropriate and consistent with other market participants' methods, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 15. Employee Benefit Plans (Continued)

The following tables set forth, by level within the fair value hierarchy, the fair value of plan assets as of December 31, 2018 and 2017.

Fair Value Measurements at December 31, 2018				
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
(In millions)				
Common stock	\$ 152	\$ —	\$ —	\$ 152
Mutual funds	540	—	—	540
Corporate bonds	—	406	—	406
U.S. Treasury instruments	112	—	—	112
U.S. government agency, state and local government bonds	—	31	—	31
Other	—	7	—	7
Total assets	\$ 804	\$ 444	\$ —	\$ 1,248
Common collective trust funds at NAV				
U.S. equity				351
International equity				137
Total assets at fair value				\$ 1,736

Fair Value Measurements at December 31, 2017				
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
(In millions)				
Common stock	\$ 261	\$ —	\$ —	\$ 261
Mutual funds	750	—	—	750
Corporate bonds	—	601	—	601
U.S. Treasury instruments	98	—	—	98
U.S. government agency, state and local government bonds	—	29	—	29
Other	—	19	—	19
Total assets	\$ 1,109	\$ 649	\$ —	\$ 1,758
Common collective trust funds at NAV				
U.S. equity				327
International equity				363
Total assets at fair value				\$ 2,448

Level 3 Gains and Losses:

There are no Plan assets classified as Level 3 in the fair value hierarchy; therefore there are no gains or losses associated with Level 3 assets.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 15. Employee Benefit Plans (Continued)

The following table sets forth the actual asset allocation for the Company's global pension plan assets as of the measurement date:

	December 31 2018⁽¹⁾⁽²⁾	December 31 2017⁽²⁾
Equity securities	48%	58%
Debt securities	40%	40%
Other	12%	2%
Total	100%	100%

- (1) The Company's U.S. pension plans contain approximately 73% of the Company's global pension plan assets. The actual asset allocation for the Company's U.S. pension plans as of the measurement date consists of 55% equity securities and 45% debt. The target asset allocation for the Company's U.S. pension plans is approximately the same as the actual asset allocation. The Company's U.S. pension plans' assets and asset allocation reflect the impact of the \$528 million purchase of the group annuity contract, which was funded directed by the Plan's assets, transferring the future benefit obligations and annuity administration for approximately 3,800 retirees from the Plan to Prudential on November 2, 2018. The actual asset allocation for the Company's foreign pension plans as of the measurement date consists of 32% equity securities, 26% debt securities, and 42% in other investments. The target asset allocation for the Company's foreign pension plans is approximately the same as the actual asset allocation.
- (2) The Company's pension plans did not directly hold any shares of Company common stock as of the December 31, 2018 and 2017 measurement dates.

Investment objectives for the Company's plan assets are to:

- Optimize the long-term return on plan assets at an acceptable level of risk.
- Maintain a broad diversification across asset classes and among investment managers.
- Maintain careful control of the risk level within each asset class.

Asset allocation targets promote optimal expected return and volatility characteristics given the long-term time horizon for fulfilling the obligations of the pension plans. Selection of the targeted asset allocation for plan assets was based upon a review of the expected return and risk characteristics of each asset class, as well as the correlation of returns among asset classes. The U.S. pension plans target asset allocation is also based on an asset and liability study that is updated periodically.

Investment guidelines are established with each investment manager. These guidelines provide the parameters within which the investment managers agree to operate, including criteria that determine eligible and ineligible securities, diversification requirements, and credit quality standards, where applicable. In some countries, derivatives may be used to gain market exposure in an efficient and timely manner; however, derivatives may not be used to leverage the portfolio beyond the market value of underlying investments.

The Company uses external consultants to assist in monitoring the investment strategy and asset mix for the Company's plan assets. To develop the Company's expected long-term rate of return assumption on plan assets, the Company generally uses long-term historical return information for the targeted asset mix identified in asset and liability studies. Adjustments are made to the expected long-term rate of return assumption when deemed necessary based upon revised expectations of future investment performance of the overall investment markets.

Contributions and Expected Future Benefit Payments

Based on actuarial calculations, the Company expects to contribute \$27 million to the pension plans and \$13 million to the postretirement benefit plan during 2019. The Company may elect to make additional discretionary contributions during this period.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 15. Employee Benefit Plans (Continued)

The following benefit payments, which reflect expected future service, are expected to be paid by the benefit plans:

	Pension Benefits	Postretirement Benefits
	(In millions)	
2019	\$ 65	\$ 13
2020	72	13
2021	80	12
2022	88	12
2023	96	11
2024-2028	585	53

Note 16. Shareholders' Equity

The Company has authorized one billion shares of common stock and 500,000 shares of preferred stock, each with zero par value. No preferred stock has been issued. At December 31, 2018 and 2017, the Company had approximately 157.1 million shares and 158.7 million shares, respectively, of its common shares in treasury. Treasury stock of \$5.3 billion and \$5.5 billion at December 31, 2018 and 2017, respectively, is recorded at cost as a reduction of common stock.

At December 31, 2018 and 2017, the foreign currency translation adjustment component of AOCI included \$40 million and \$59 million of after-tax losses, respectively, pertaining to foreign currency-denominated debt designated as a net investment hedge (see Note 5 for more information).

The following tables set forth the changes in AOCI by component and the reclassifications out of AOCI for the years ended December 31, 2018 and 2017:

	Foreign Currency Translation Adjustment	Deferred Gain (Loss) on Hedging Activities	Pension and Other Postretirement Benefit Liabilities Adjustment	Unrealized Gain (Loss) on Investments	Accumulated Other Comprehensive Income (Loss)
	(In millions)				
Balance at December 31, 2016	\$ (2,102)	\$ 6	\$ (521)	\$ 19	\$ (2,598)
Other comprehensive income before reclassifications	690	(35)	243	—	898
Amounts reclassified from AOCI	—	47	55	(1)	101
Tax effect	59	(1)	(98)	2	(38)
Net of tax amount	749	11	200	1	961
Balance at December 31, 2017	\$ (1,353)	\$ 17	\$ (321)	\$ 20	\$ (1,637)
Other comprehensive income before reclassifications	(580)	(19)	124	(2)	(477)
Amounts reclassified from AOCI	(1)	76	32	(2)	105
Tax effect	(28)	(13)	(55)	(1)	(97)
Net of tax amount	(609)	44	101	(5)	(469)
Balance at December 31, 2018	\$ (1,962)	\$ 61	\$ (220)	\$ 15	\$ (2,106)

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 16. Shareholders' Equity (Continued)

The change in foreign currency translation adjustment in 2018 is primarily due to the U.S. dollar appreciation, impacting the Euro and British Pound-denominated equities of the Company's foreign subsidiaries while the change in 2017 is primarily due to the U.S. dollar depreciation, impacting the Euro and British Pound-denominated equities of the Company's foreign subsidiaries.

Details about AOCI components	Amounts reclassified from AOCI Year Ended December 31			Affected line item in the consolidated statement of earnings
	2018	2017	2016	
	(In millions)			
<u>Foreign currency translation adjustment</u>				
	\$ (1)	\$ —	\$ (75)	Other income/expense
	—	—	—	Tax
	<u>\$ (1)</u>	<u>\$ —</u>	<u>\$ (75)</u>	Net of tax
 <u>Deferred loss (gain) on hedging activities</u>				
	\$ 113	\$ 45	\$ 82	Cost of products sold
	(36)	2	18	Other income/expense
	(1)	(1)	2	Interest expense
	—	1	35	Revenues
	<u>76</u>	<u>47</u>	<u>137</u>	Total before tax
	<u>(18)</u>	<u>(18)</u>	<u>(52)</u>	Tax on reclassifications
	<u>\$ 58</u>	<u>\$ 29</u>	<u>\$ 85</u>	Net of tax
 <u>Pension liability adjustment</u>				
Amortization of defined benefit pension items:				
Prior service losses (credit)	\$ (33)	\$ (57)	\$ (17)	Other (income) expense - net
Actuarial losses	65	112	44	Other (income) expense - net
	<u>32</u>	<u>55</u>	<u>27</u>	Total before tax
	<u>(8)</u>	<u>(29)</u>	<u>(5)</u>	Tax on reclassifications
	<u>\$ 24</u>	<u>\$ 26</u>	<u>\$ 22</u>	Net of tax
 <u>Unrealized loss (gain) on investments</u>				
	\$ (2)	\$ (1)	\$ —	Other income/expense
	—	—	6	Asset impairment, exit, and restructuring costs
	—	—	—	Tax on reclassifications
	<u>\$ (2)</u>	<u>\$ (1)</u>	<u>\$ 6</u>	Net of tax

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 17. Segment and Geographic Information

The Company is principally engaged in procuring, transporting, storing, processing, and merchandising agricultural commodities, products, and ingredients. The Company's operations are organized, managed, and classified into four reportable business segments: Origination, Oilseeds, Carbohydrate Solutions, and Nutrition. Each of these segments is organized based upon the nature of products and services offered. The Company's remaining operations are not reportable segments, as defined by the applicable accounting standard, and are classified as Other.

Effective January 1, 2018, the Company changed its segment reporting to reflect changes in its operating structure. The Company new segments are Origination (formerly Agricultural Services), Oilseeds (formerly Oilseeds Processing), Carbohydrate Solutions (formerly Corn Processing), and Nutrition (formerly Wild Flavors and Specialty Ingredients). The European origination business previously reported in Oilseeds is now managed by leaders in Origination to better coordinate continental trading activities. Carbohydrate Solutions now includes the results of ADM Milling, which were previously reported in Origination. In addition, the Company also moved the segment reporting of its renewable chemicals business from Carbohydrate Solutions to Oilseeds effective July 1, 2018. Nutrition now includes the results of Animal Nutrition and certain product lines previously reported in Carbohydrate Solutions as well as certain product lines previously reported in Oilseeds.

Prior period results have been reclassified to conform to the current period presentation.

The Origination segment utilizes its extensive global grain elevator and transportation networks and port operations to buy, store, clean, and transport agricultural commodities, such as oilseeds, corn, wheat, milo, oats, rice, and barley, and resells these commodities primarily as food and feed ingredients and as raw materials for the agricultural processing industry. The Origination segment also includes international agricultural commodities merchandising and handling activities managed through a global trade desk based in Rolle, Switzerland. The Origination segment's grain sourcing, handling, and transportation network provides reliable and efficient services to the Company's customers and agricultural processing operations. The Origination segment's transportation network capabilities include barge, ocean-going vessel, truck, rail, and container freight services. The Origination segment also includes the activities related to structured trade finance, the import and distribution of agricultural feed products, and the Company's share of the results of its Pacificor joint venture.

The Oilseeds segment includes global activities related to the origination, merchandising, crushing, and further processing of oilseeds such as soybeans and soft seeds (cottonseed, sunflower seed, canola, rapeseed, and flaxseed) into vegetable oils and protein meals. Oilseeds products produced and marketed by the Company include ingredients for the food, feed, energy, and industrial products industries. Crude vegetable oils produced by the segment's crushing activities are sold "as is" or are further processed by refining, blending, bleaching, and deodorizing into salad oils. Salad oils are sold "as is" or are further processed by hydrogenating and/or interesterifying into margarine, shortening, and other food products. Partially refined oils are used to produce biodiesel and glycols or are sold to other manufacturers for use in chemicals, paints, and other industrial products. Oilseed protein meals are principally sold to third parties to be used as ingredients in commercial livestock and poultry feeds. In South America, the Oilseeds segment includes origination and merchandising activities as adjuncts to its oilseeds processing assets. These activities include a network of grain elevators, port facilities, and transportation assets used to buy, store, clean, and transport grains and oilseeds. The Oilseeds segment is a major supplier of peanuts, tree nuts, and peanut-derived ingredients to both the U.S. and export markets. In North America, cottonseed flour is produced and sold primarily to the pharmaceutical industry and cotton cellulose pulp is manufactured and sold to the chemical, paper, and other industrial markets. The Oilseeds segment also includes the Company's share of the results of its equity investment in Wilmar International Limited (Wilmar) and its share of the results of its Stratas Foods LLC, Edible Oils Limited, and Olenex Sarl (Olenex) joint ventures. In June 2018, the Company invested in SoyVen, a 50% joint venture with Cargill, to provide soybean meal and oil for customers in Egypt. In July 2018, the Company completed the sale of its oilseeds operations in Bolivia to Inversiones Piuranas S.A. In December 2018, the Company completed the acquisition of certain assets of Brazil-based Algar Agro.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 17. Segment and Geographic Information (Continued)

The Company's Carbohydrate Solutions segment is engaged in corn and wheat wet and dry milling and other activities. The Carbohydrate Solutions segment converts corn and wheat into sweeteners, corn and wheat starches, wheat flour, and bioproducts. Its products include ingredients used in the food and beverage industry including sweeteners, starch, syrup, glucose, flour, and dextrose. Dextrose and starch are used by the Carbohydrate Solutions segment as feedstocks for its bioproducts operations. By fermentation of dextrose, the Carbohydrate Solutions segment produces alcohol and other food and animal feed ingredients. Ethyl alcohol is produced by the Company for industrial use as ethanol or as beverage grade. Ethanol, in gasoline, increases octane and is used as an extender and oxygenate. Corn gluten feed and meal, as well as distillers' grains, are produced for use as animal feed ingredients. Corn germ, a by-product of the wet milling process, is further processed into vegetable oil and protein meal. Other Carbohydrate Solutions products include citric acids which are used in various food and industrial products. This segment also includes the Company's share of the results of its equity investments in Hungrana Ltd., Almidones Mexicanos S.A., and Red Star Yeast Company, LLC. In June 2018, the Company completed the acquisition of a 50% equity stake in the starches and sweeteners business of Russian-based Aston Foods and Food Ingredients.

The Nutrition segment engages in the manufacturing, sales, and distribution of specialty products including natural flavor ingredients, flavor systems, natural colors, proteins, emulsifiers, soluble fiber, polyols, hydrocolloids, natural health and nutrition products, and other specialty food and feed ingredients. The Nutrition segment includes the activities related to the procurement, processing, and distribution of edible beans. The Nutrition segment also includes activities related to the processing and distribution of formula feeds and animal health and nutrition products and the manufacture of contract and private label pet treats and foods. In August 2018, the Company completed the acquisition of Probiotics International Limited, a British-based provider of probiotic supplements for human, pet, and production-animal uses and Rodelle Inc., a premium originator, processor and supplier of vanilla products.

Other includes the Company's remaining operations, primarily its financial business units, related to futures commission and insurance activities. On May 1, 2017, the Company completed the sale of its crop risk services business to Validus Holdings, a global group of insurance and reinsurance companies.

Intersegment sales have been recorded at amounts approximating market. Operating profit for each segment is based on net sales less identifiable operating expenses. Also included in operating profit for each segment is equity in earnings of affiliates based on the equity method of accounting. Specified items included in total segment operating profit and certain corporate items are not allocated to the Company's individual business segments because operating performance of each business segment is evaluated by management exclusive of these items. Corporate results principally include the impact of LIFO-related adjustments, unallocated corporate expenses, interest cost net of investment income, and the Company's share of the results of its equity investment in Compagnie Industrielle et Financiere des Produits Amylaces SA (Luxembourg) (CIP).

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 17. Segment and Geographic Information (Continued)

Segment Information

(In millions)	Year Ended		
	December 31		
	2018	2017	2016
Gross revenues			
Origination	\$ 29,622	\$ 28,300	\$ 29,812
Oilseeds	29,092	26,424	25,235
Carbohydrate Solutions	11,421	11,314	11,549
Nutrition	3,835	3,562	3,540
Other	381	387	408
Intersegment elimination	(10,010)	(9,159)	(8,198)
Total	<u>\$ 64,341</u>	<u>\$ 60,828</u>	<u>\$ 62,346</u>
Intersegment revenues			
Origination	\$ 4,562	\$ 4,176	\$ 4,066
Oilseeds	4,261	4,036	3,281
Carbohydrate Solutions	1,142	908	834
Nutrition	45	39	17
Total	<u>\$ 10,010</u>	<u>\$ 9,159</u>	<u>\$ 8,198</u>
Revenues from external customers			
Origination			
Merchandising and Handling	\$ 24,816	\$ 23,915	\$ 25,522
Transportation	244	209	224
Total Origination	<u>25,060</u>	<u>24,124</u>	<u>25,746</u>
Oilseeds			
Crushing and Origination	16,943	14,171	14,034
Refining, Packaging, Biodiesel, and Other	7,888	8,217	7,920
Total Oilseeds	<u>24,831</u>	<u>22,388</u>	<u>21,954</u>
Carbohydrate Solutions			
Starches and Sweeteners	6,696	6,565	6,413
Bioproducts	3,583	3,841	4,302
Total Carbohydrate Solutions	<u>10,279</u>	<u>10,406</u>	<u>10,715</u>
Nutrition			
Wild Flavors and Specialty Ingredients	2,571	2,367	2,466
Animal Nutrition	1,219	1,156	1,057
Total Nutrition	<u>3,790</u>	<u>3,523</u>	<u>3,523</u>
Other	381	387	408
Total	<u>\$ 64,341</u>	<u>\$ 60,828</u>	<u>\$ 62,346</u>

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 17. Segment and Geographic Information (Continued)

(In millions)	Year Ended December 31		
	2018	2017	2016
Depreciation			
Origination	\$ 165	\$ 168	\$ 169
Oilseeds	207	202	194
Carbohydrate Solutions	328	322	322
Nutrition	80	75	70
Other	6	6	5
Corporate	26	29	27
Total	<u>\$ 812</u>	<u>\$ 802</u>	<u>\$ 787</u>
Long-lived asset abandonments and write-downs ⁽¹⁾			
Origination	\$ 25	\$ 11	\$ 3
Oilseeds	15	6	8
Carbohydrate Solutions	—	63	4
Nutrition	11	21	—
Corporate	49	—	2
Total	<u>\$ 100</u>	<u>\$ 101</u>	<u>\$ 17</u>
Interest income			
Origination	\$ 16	\$ 12	\$ 21
Oilseeds	29	27	27
Carbohydrate Solutions	1	1	2
Nutrition	2	2	3
Other	100	57	35
Corporate	14	7	4
Total	<u>\$ 162</u>	<u>\$ 106</u>	<u>\$ 92</u>
Equity in earnings of affiliates			
Origination	\$ 10	\$ 23	\$ 16
Oilseeds	411	368	208
Carbohydrate Solutions	62	78	82
Nutrition	17	14	16
Other	—	—	10
Corporate	18	(27)	(40)
Total	<u>\$ 518</u>	<u>\$ 456</u>	<u>\$ 292</u>

⁽¹⁾ See Note 18 for total asset impairment, exit, and restructuring costs.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 17. Segment and Geographic Information (Continued)

(In millions)	Year Ended December 31		
	2018	2017	2016
Segment Operating Profit			
Origination	\$ 546	\$ 404	\$ 362
Oilseeds	1,474	825	853
Carbohydrate Solutions	945	1,078	1,001
Nutrition	339	312	273
Other	58	51	134
Specified Items:			
Gains on sales of assets and businesses ⁽¹⁾	13	22	114
Impairment, restructuring, exit, and settlement charges ⁽²⁾	(102)	(160)	(32)
Hedge timing effects ⁽³⁾	—	4	(1)
Total segment operating profit	<u>3,273</u>	<u>2,536</u>	<u>2,704</u>
Corporate	<u>(1,213)</u>	<u>(927)</u>	<u>(882)</u>
Earnings before income taxes	<u>\$ 2,060</u>	<u>\$ 1,609</u>	<u>\$ 1,822</u>

⁽¹⁾ The gains in 2018 related to the sale of businesses and assets. The gains in 2017 related to the sale of the crop risk services business and disposals of other individually insignificant assets in the ordinary course of business, partially offset by an adjustment of the proceeds of the 2015 sale of the cocoa business. The gains in 2016 primarily related to recovery of loss provisions and gain related to the sale of the Company's Brazilian sugar ethanol facilities, realized contingent consideration on the December 2012 sale of the Company's equity investment in Gruma S.A. de C.V., and revaluation of the remaining interest to settlement value in conjunction with the acquisition of the remaining interest in Amazon Flavors, partially offset by a loss on sale of asset.

⁽²⁾ The charges in 2018 consisted of impairment of certain assets, restructuring, and settlement charges. The charges in 2017 consisted of asset impairments related to the closure of a facility and the reconfiguration of the Company's Peoria, Illinois ethanol complex, settlement charges, and several individually insignificant asset impairments and restructuring charges. The charges in 2016 consisted of several individually insignificant asset impairments and restructuring charges.

⁽³⁾ Hedge timing effects relate to hedge ineffectiveness associated with documented hedge programs.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 17. Segment and Geographic Information (Continued)

(In millions)	December 31	
	2018	2017
Investments in and advances to affiliates		
Origination	\$ 360	\$ 359
Oilseeds	4,189	3,961
Carbohydrate Solutions	375	373
Nutrition	63	57
Corporate	330	338
Total	\$ 5,317	\$ 5,088
Identifiable assets		
Origination	\$ 8,461	\$ 8,311
Oilseeds	12,195	11,992
Carbohydrate Solutions	5,895	6,085
Nutrition	7,158	5,568
Other	5,131	5,658
Corporate	1,993	2,349
Total	\$ 40,833	\$ 39,963

(In millions)	December 31	
	2018	2017
Gross additions to property, plant, and equipment		
Origination	\$ 93	\$ 203
Oilseeds	223	262
Carbohydrate Solutions	267	326
Nutrition	182	234
Other	3	12
Corporate	77	63
Total	\$ 845	\$ 1,100

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 17. Segment and Geographic Information (Continued)

Geographic information: The following geographic data include revenues attributed to the countries based on the location of the subsidiary making the sale and long-lived assets based on physical location. Long-lived assets represent the net book value of property, plant, and equipment.

(In millions)	Year Ended December 31		
	2018	2017	2016
Revenues			
United States	\$ 28,726	\$ 27,894	\$ 29,419
Switzerland	12,911	14,095	13,413
Cayman Islands	5,724	4,189	3,617
Germany	2,179	2,090	2,341
Other Foreign	14,801	12,560	13,556
	<u>\$ 64,341</u>	<u>\$ 60,828</u>	<u>\$ 62,346</u>

(In millions)	December 31	
	2018	2017
Long-lived assets		
United States	\$ 6,615	\$ 6,767
Brazil	802	731
Other Foreign	2,536	2,640
	<u>\$ 9,953</u>	<u>\$ 10,138</u>

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 18. Asset Impairment, Exit, and Restructuring Costs

The following table sets forth the charges included in asset impairment, exit, and restructuring costs.

(In millions)	Year Ended December 31		
	2018	2017	2016
Restructuring and exit costs ⁽¹⁾	\$ 29	\$ 72	\$ 21
Impairment charge - equity method investment ⁽²⁾	12	—	—
Impairment charge - equity securities ⁽³⁾	—	—	6
Impairment charge - goodwill and intangible assets ⁽⁴⁾	9	—	11
Impairment charge - other long-lived assets ⁽⁵⁾	121	101	17
Total asset impairment, exit, and restructuring costs	\$ 171	\$ 173	\$ 55

- ⁽¹⁾ Restructuring and exit costs for the year ended December 31, 2018 consisted of restructuring charges of \$24 million in Corporate primarily related to the reorganization of IT services in Corporate and several individually insignificant restructuring charges presented as specified items within segment operating profit. Restructuring and exit costs for the year ended December 31, 2017 consisted of restructuring charges of \$54 million in Corporate primarily related to the reduction of certain positions within the Company's global workforce and several individually insignificant restructuring charges presented as specified items within segment operating profit. Restructuring and exit costs for the year ended December 31, 2016 consisted of restructuring charges of \$4 million in Corporate and several individually insignificant charges presented as specified items within segment operating profit.
- ⁽²⁾ Impairment charge - equity method investment consisted of an impairment charge on an equity investment presented as a specified item within segment operating profit.
- ⁽³⁾ Impairment charge - equity securities consisted of other-than-temporary impairment charges on the Company's investment in two available for sale equity securities in Corporate.
- ⁽⁴⁾ Impairment charge - goodwill and intangible assets for the year ended December 31, 2018 consisted of an intangible impairment presented as a specified item within segment operating profit. Impairment charge - goodwill and intangible assets for the year ended December 31, 2016 consisted of software impairment in Corporate.
- ⁽⁵⁾ Impairment charge - other long-lived assets for the year ended December 31, 2018 consisted of \$36 million of asset impairments related to a long-term receivable and certain long-lived assets in Oilseeds, \$25 million of asset impairments related to certain long-lived assets in Origination, and \$11 million of asset impairments related to certain long-lived assets in Nutrition presented as specified items within segment operating profit and a \$49 million charge related to a discontinued software project in Corporate. Impairment charge - other long-lived assets for the year ended December 31, 2017 consisted of \$63 million of asset impairments primarily related to the configuration of the Company's Peoria, Illinois ethanol complex, \$20 million of asset impairments related to the closure of a facility, and several individually insignificant asset charges presented as specified items within segment operating profit. Impairment charge - other long-lived assets for the year ended December 31, 2016 consisted of fixed asset impairment charges of \$2 million in Corporate and several individually insignificant fixed asset impairments presented as specified items within segment operating profit.

Note 19. Sale of Accounts Receivable

Since March 2012, the Company has had an accounts receivable securitization program (the "Program") with certain commercial paper conduit purchasers and committed purchasers (collectively, the "Purchasers"). Under the Program, certain U.S.-originated trade accounts receivable are sold to a wholly-owned bankruptcy-remote entity, ADM Receivables, LLC ("ADM Receivables"). ADM Receivables in turn transfers such purchased accounts receivable in their entirety to the Purchasers pursuant to a receivables purchase agreement. In exchange for the transfer of the accounts receivable, ADM Receivables receives a cash payment of up to \$1.2 billion and an additional amount upon the collection of the accounts receivable (deferred consideration). The Program terminates on June 20, 2019, unless extended.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 19. Sale of Accounts Receivable (Continued)

In March 2014, the Company entered into a second accounts receivable securitization program (the “Second Program”) with certain commercial paper conduit purchasers and committed purchasers (collectively, the “Second Purchasers”). Under the Second Program, certain non-U.S.-originated trade accounts receivable are sold to a wholly-owned bankruptcy-remote entity, ADM Ireland Receivables Company (“ADM Ireland Receivables”). ADM Ireland Receivables in turn transfers such purchased accounts receivable in their entirety to the Second Purchasers pursuant to a receivables purchase agreement. In exchange for the transfer of the accounts receivable, ADM Ireland Receivables receives a cash payment of up to \$0.6 billion (€0.5 billion) and an additional amount upon the collection of the accounts receivable (deferred consideration). The Second Program terminates on March 15, 2019, unless extended.

Under the Program and Second Program (collectively, the “Programs”), ADM Receivables and ADM Ireland Receivables use the cash proceeds from the transfer of receivables to the Purchasers and Second Purchasers (collectively, the “Purchasers”) and other consideration to finance the purchase of receivables from the Company and the ADM subsidiaries originating the receivables.

The Company accounts for these transfers as sales. The Company has no retained interests in the transferred receivables, other than collection and administrative responsibilities and its right to the deferred consideration. At December 31, 2018 and 2017, the Company did not record a servicing asset or liability related to its retained responsibility, based on its assessment of the servicing fee, market values for similar transactions, and its cost of servicing the receivables sold.

As of December 31, 2018 and 2017, the fair value of trade receivables transferred to the Purchasers under the Programs and derecognized from the Company’s consolidated balance sheet was \$1.9 billion and \$1.7 billion, respectively. In exchange for the transfer as of December 31, 2018 and 2017, the Company received cash of \$1.5 billion and \$1.4 billion and recorded a receivable for deferred consideration included in other current assets of \$379 million and \$307 million, respectively. Cash collections from customers on receivables sold were \$34.8 billion, \$33.5 billion, and \$34.3 billion for the years ended December 31, 2018, 2017, and 2016, respectively. Of this amount, \$14.8 billion, \$12.5 billion, and \$11.9 billion were cash collections on the deferred consideration reflected as cash inflows from investing activities for the years ended December 31, 2018, 2017, and 2016, respectively. Deferred consideration is paid to the Company in cash on behalf of the Purchasers as receivables are collected; however, as this is a revolving facility, cash collected from the Company’s customers is reinvested by the Purchasers daily in new receivable purchases under the Programs.

The Company’s risk of loss following the transfer of accounts receivable under the Programs is limited to the deferred consideration outstanding. The Company carries the deferred consideration at fair value determined by calculating the expected amount of cash to be received and is principally based on observable inputs (a Level 2 measurement under the applicable accounting standards) consisting mainly of the face amount of the receivables adjusted for anticipated credit losses and discounted at the appropriate market rate. Payment of deferred consideration is not subject to significant risks other than delinquencies and credit losses on accounts receivable transferred under the Programs which have historically been insignificant.

Transfers of receivables under the Programs during the years ended December 31, 2018, 2017, and 2016 resulted in an expense for the loss on sale of \$18 million, \$10 million, and \$6 million, respectively, which is classified as selling, general, and administrative expenses in the consolidated statements of earnings.

The Company reflects all cash flows related to the Programs as operating activities in its consolidated statements of cash flows because the cash received from the Purchasers upon both the sale and collection of the receivables is not subject to significant interest rate risk given the short-term nature of the Company’s trade receivables.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 20. Legal Proceedings

The Company is routinely involved in a number of actual or threatened legal actions, including those involving alleged personal injuries, employment law, product liability, intellectual property, environmental issues, alleged tax liability (see Note 13 for information on income tax matters), and class actions. The Company also routinely receives inquiries from regulators and other government authorities relating to various aspects of our business, and at any given time, the Company has matters at various stages of resolution with the applicable government authorities. The outcomes of these matters are not within our complete control and may not be known for prolonged periods of time. In some actions, claimants seek damages, as well as other relief including injunctive relief, that could require significant expenditures or result in lost revenues. In accordance with applicable accounting standards, the Company records a liability in its consolidated financial statements for material loss contingencies when a loss is known or considered probable and the amount can be reasonably estimated. If the reasonable estimate of a known or probable loss is a range, and no amount within the range is a better estimate than any other, the minimum amount of the range is accrued. If a material loss contingency is reasonably possible but not known or probable, and can be reasonably estimated, the estimated loss or range of loss is disclosed in the notes to the consolidated financial statements. When determining the estimated loss or range of loss, significant judgment is required to estimate the amount and timing of a loss to be recorded. Estimates of probable losses resulting from litigation and governmental proceedings involving the Company are inherently difficult to predict, particularly when the matters are in early procedural stages, with incomplete facts or legal discovery; involve unsubstantiated or indeterminate claims for damages; potentially involve penalties, fines, disgorgement, or punitive damages; or could result in a change in business practice.

The Company has been a party to numerous lawsuits pending in various U.S. state and federal courts arising out of Syngenta Corporation's (Syngenta) marketing and distribution of genetically modified corn products, Agrisure Viptera and Agrisure Duracade, in the U.S. First, the Company brought a state court action in Louisiana against Syngenta in 2014, alleging Syngenta was negligent in commercializing its products before the products were approved in China. In December 2017, the Company and Syngenta reached a confidential settlement of this action. Second, Syngenta brought third-party claims against the Company in 2015 in a federal multidistrict litigation (MDL) in Kansas City, Kansas, a state court MDL in Minneapolis, Minnesota, and other courts, seeking contribution in the event Syngenta is held liable in class actions by farmers and other parties. In the December 2017 settlement, Syngenta agreed to dismiss all of these third-party claims against the Company. Third, farmers and other parties have sued the Company and other grain companies in numerous individual and purported class action suits in Illinois state and federal courts beginning in the fourth quarter of 2015, alleging the Company and other grain companies were negligent in failing to screen for genetically modified corn. On January 4, 2017, a federal court in the Southern District of Illinois dismissed, subject to appeal, all of the pending federal complaints against the Company, and thus the Company remains a defendant only in certain Illinois state court actions by farmers and other parties, which actions the Company has moved to dismiss as well. The Company denies liability in all of the actions in which it has been named as a third-party defendant or defendant and is vigorously defending itself in these cases. All of these actions are in pretrial proceedings. At this time, the Company is unable to predict the final outcome of this matter with any reasonable degree of certainty, but believes the outcome will not have a material adverse effect on its financial condition, results of operations, or cash flows.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 21. Quarterly Financial Data (Unaudited)

	Quarter Ended				Year
	March 31	June 30	September 30	December 31	
	(In millions, except per share amounts)				
Fiscal Year Ended December 31, 2018					
Revenues	\$ 15,526	\$ 17,068	\$ 15,800	\$ 15,947	\$ 64,341
Gross Profit	889	1,181	1,058	1,053	4,181
Net Earnings Attributable to Controlling Interests	393	566	536	315	1,810
Basic Earnings Per Common Share	0.70	1.00	0.95	0.56	3.21
Diluted Earnings Per Common Share	0.70	1.00	0.94	0.55	3.19

	Quarter Ended				Year
	March 31	June 30	September 30	December 31	
	(In millions, except per share amounts)				
Fiscal Year Ended December 31, 2017					
Revenues	\$ 14,988	\$ 14,943	\$ 14,827	\$ 16,070	\$ 60,828
Gross Profit	872	892	812	942	3,518
Net Earnings Attributable to Controlling Interests	339	276	192	788	1,595
Basic Earnings Per Common Share	0.59	0.48	0.34	1.40	2.80
Diluted Earnings Per Common Share	0.59	0.48	0.34	1.39	2.79

Net earnings attributable to controlling interests for the first quarter of the year ended December 31, 2018 included after-tax charges of \$12 million (equal to \$0.02 per share), primarily related to the impairment of an equity investment and several individually insignificant asset impairments and restructuring charges and a \$14 million (equal to \$0.03 per share) provisional tax benefit adjustment related to the enactment of the Tax Cuts and Jobs Act.

Net earnings attributable to controlling interests for the second quarter of the year ended December 31, 2018 included after-tax charges of \$16 million (equal to \$0.03 per share), primarily related to the impairment of a long-term financing receivable and several individually insignificant restructuring charges and a \$7 million (equal to \$0.01 per share) provisional tax expense adjustment related to the enactment of the Tax Cuts and Jobs Act and certain discrete items.

Net earnings attributable to controlling interests for the third quarter of the year ended December 31, 2018 included after-tax gains of \$20 million (equal to \$0.04 per share) related to the sale of a business and an equity investment and a \$3 million (equal to \$0.01 per share) provisional tax expense adjustment related to the enactment of the Tax Cuts and Jobs Acts.

Net earnings attributable to controlling interests for the fourth quarter of the year ended December 31, 2018 included after-tax losses \$7 million (equal to \$0.02 per share), primarily related to the sale of an asset and a business; after-tax charges of \$196 million (equal to 0.35 per share), consisting of a non-cash pension settlement charge related to the transfer of future benefit obligations and annuity administration for certain retirees under the Company's ADM Retirement Plan, a charge related to a discontinued software project in Corporate, asset impairments related to certain long-lived assets, restructuring charges primarily related to the reorganization of IT services in Corporate, and other settlement charges; after-tax charges of \$9 million (equal to \$0.01 per share) related to acquisition expenses and net losses on foreign currency derivative contracts to economically hedge certain acquisitions; and a \$29 million (equal to \$0.05 per share) provisional tax benefit adjustment related to the enactment of the Tax Cuts and Jobs Act and certain discrete items.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 21. Quarterly Financial Data (Unaudited) (Continued)

Net earnings attributable to controlling interests for the first quarter of the year ended December 31, 2017 included after-tax charges of \$8 million (equal to \$0.01 per share), related to several individually insignificant asset impairments and restructuring charges and certain discrete tax adjustments of \$4 million (equal to \$0.01 per share), related to valuation allowances.

Net earnings attributable to controlling interests for the second quarter of the year ended December 31, 2017 included after-tax charges of \$21 million (equal to \$0.04 per share), related to impairment of certain long-lived assets, restructuring, and a settlement, and after-tax losses of \$22 million (equal to \$0.04 per share), related to an adjustment of the proceeds of the 2015 sale of the cocoa business partially offset by the gain on sale of the crop risk business.

Net earnings attributable to controlling interests for the third quarter of the year ended December 31, 2017 included after-tax charges of \$69 million (equal to \$0.12 per share), for asset impairments related to the reconfiguration of the Company's Peoria, Illinois ethanol complex and restructuring related to the reduction of certain positions within the Company's global workforce; after-tax gains of \$10 million (equal to \$0.02 per share), related to an adjustment of the proceeds of the 2015 sale of the cocoa business and a gain on sale of asset; and an after-tax debt extinguishment charge of \$7 million (equal to \$0.01 per share), related to the early redemption of the \$559 million notes due on March 15, 2018.

Net earnings attributable to controlling interests for the fourth quarter of the year ended December 31, 2017 included after-tax charges of \$46 million (equal to \$0.08 per share), related to a legal settlement, asset impairments primarily related to the closure of a facility and several individually insignificant asset impairments and restructuring charges, and a net tax adjustment of \$370 million (equal to \$0.65 per share) related to the estimated impact of the Tax Cuts and Jobs Act U.S. tax and certain discrete items.

Note 22. Subsequent Events

The Company announced three significant portfolio actions. The Company:

- signed an agreement to purchase Florida Chemical Company (FCC), one of the world's largest producers of citrus oils and ingredients, for \$175 million, subject to regulatory approval;
- signed an agreement to purchase the remaining 50% interest owned by Invivo in Gleadell Agriculture Ltd. (Gleadell), a current joint venture with Invivo, subject to regulatory approval; and
- completed the acquisition of Neovia, a French-based global provider of value-added animal nutrition solutions, with 72 production facilities and a presence in 25 countries, for \$1.8 billion (€1.5 billion).

The FCC and Gleadell transactions are expected to close in the first quarter of 2019.

The Board of Directors and Shareholders
Archer-Daniels-Midland Company

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Archer-Daniels-Midland Company (the Company) as of December 31, 2018 and 2017, and the related consolidated statements of earnings, comprehensive income (loss), shareholders' equity, and cash flows, for each of the three years in the period ended December 31, 2018, and the related notes and financial statement schedule listed in the Index at Item 15(a)(2) (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the consolidated financial position of the Company at December 31, 2018 and 2017, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2018, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 Framework) and our report dated February 19, 2019, expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 1930.

Saint Louis, Missouri
February 19, 2019

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders
Archer-Daniels-Midland Company

Opinion on Internal Control over Financial Reporting

We have audited Archer-Daniels-Midland Company's internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 Framework) (the COSO criteria). In our opinion, Archer-Daniels-Midland Company (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of Archer-Daniels-Midland Company as of December 31, 2018 and 2017, and the related consolidated statements of earnings, comprehensive income (loss), shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2018, and the related notes and financial statement schedule listed in the Index at Item 15(a)(2), and our report dated February 19, 2019, expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

Saint Louis, Missouri
February 19, 2019

Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

Item 9A. CONTROLS AND PROCEDURES

As of December 31, 2018, an evaluation was performed under the supervision and with the participation of the Company's management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's "disclosure controls and procedures" (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")). Based on that evaluation, the Company's management, including the Chief Executive Officer and Chief Financial Officer, concluded the Company's disclosure controls and procedures were effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms and (ii) accumulated and communicated to the Company's management, including the Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

The Company is implementing a new enterprise resource planning (ERP) system on a worldwide basis as part of its ongoing business transformation program, which is expected to improve the efficiency and effectiveness of certain financial and business transaction processes. The implementation is expected to occur in phases over the next several years. The Company has currently implemented changes to certain processes in corporate finance and in over 200 locations including two processing businesses, and will continue to implement process and system changes over the next several years. The Company has appropriately considered these changes in its design of and testing for effectiveness of internal controls over financial reporting and concluded, as part of the evaluation described in the above paragraph, that the implementation of the new ERP in these circumstances has not materially affected its internal control over financial reporting.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Archer-Daniels-Midland Company's management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f). The Company's internal control system is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with generally accepted accounting principles.

Under the supervision and with the participation of management, including its Chief Executive Officer and Chief Financial Officer, the Company's management assessed the design and operating effectiveness of internal control over financial reporting as of December 31, 2018 based on the framework set forth in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 Framework). Based on this assessment, management concluded that the Company's internal control over financial reporting was effective as of December 31, 2018.

Ernst & Young LLP, an independent registered public accounting firm, has issued an attestation report on the Company's internal control over financial reporting as of December 31, 2018. That report is included herein.

/s/ Juan R. Luciano
Juan R. Luciano
Chairman, Chief Executive Officer, and President

/s/ Ray G. Young
Ray G. Young
Executive Vice President and Chief Financial Officer

Item 9B. OTHER INFORMATION

None.

PART III

Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Information with respect to directors, code of conduct, audit committee and audit committee financial experts of the Company, and Section 16(a) beneficial ownership reporting compliance is set forth in “Proposal No. 1 - Election of Directors for a One-Year Term,” “Director Experiences, Qualifications, Attributes and Skills; Board Diversity,” “Code of Conduct,” “Information Concerning Committees and Meetings – Audit Committee,” “Report of the Audit Committee,” and “Section 16(a) Beneficial Ownership Reporting Compliance,” of the definitive proxy statement for the Company’s annual meeting of stockholders to be held on May 2, 2019 and is incorporated herein by reference.

Officers of the Company are elected by the Board of Directors for terms of one year and until their successors are duly elected and qualified.

Information with respect to executive officers and certain significant employees of the Company is set forth below. Except as otherwise indicated, all positions are with the Company.

Name	Titles	Age
Benjamin I. Bard	Global Chief Compliance Officer since January 2014. Ethics and Compliance Counsel, The Coca-Cola Company from 2006 to January 2014.	45
Donald Chen	President, Asia Pacific since July 2017. President, North Asia from January 2016 to July 2017. Vice President, Sadara Chemical Company from February 2012 to December 2015.	56
Christopher M. Cuddy	Senior Vice President of the Company since May 2015. President, Carbohydrate Solutions business unit since March 2015. President, Corn Sweeteners and Starches from December 2012 to February 2015.	45
Michael D’Ambrose	Senior Vice President, Human Resources since October 2006.	61
Pierre Duprat	President, Animal Nutrition since August 2018. President, ADM Europe, Middle East, and Africa (EMEA) from June 2016 to August 2018. President, ADM Corn EMEA and Asia since November 2015. Director, International Business Development - Corn from February 2014 to November 2015. CEO of Cereal Transformation Division, Tereos from September 2007 to February 2013.	51
D. Cameron Findlay	Senior Vice President, General Counsel, and Secretary since July 2013.	59
Kristy Folkwein	Senior Vice President and Chief Information Officer since March 2018. Vice President and Chief Information Officer from June 2016 to March 2018. Senior Vice President and Chief Information Officer, Global Business Services at Dow Corning from June 2010 to June 2016.	56
Shannon Herzfeld	Vice President of the Company since February 2005, with responsibility for the Company’s Government Affairs function.	66
Domingo Lastra	President, South America since July 2017. Vice President, Integration and Strategy from March 2016 to July 2017. Managing Director, Agricultural Services International from June 2014 to February 2016. Chairman of the Management Board of Alfred C. Toepfer International G.m.b.H. from December 2012 to June 2014.	50
Patricia L. Logan	Chief Audit Executive since August 2014. Director, Internal Audit from September 2005 to August 2014.	59
Juan R. Luciano	Chairman of the Board of Directors since January 2016. Chief Executive Officer and President since January 2015. President and Chief Operating Officer from February 2014 to December 2014. Executive Vice President and Chief Operating Officer from April 2011 to February 2014.	57
Vikram Luthar	Senior Vice President of the Company since March 2015. President, Health & Wellness since March 2018. President, Bioactives from February 2017 to March 2018. President, Enzymes from December 2015 to February 2017. CFO, Corn Processing business unit from March 2014 to February 2017. Senior Vice President, Strategy from March 2015 to December 2015. Group Vice President, Finance from January 2012 to March 2015.	52

Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE (Continued)

Vincent F. Macciocchi	Senior Vice President of the Company and President, Nutrition business unit since May 2015. Global President, WILD Flavors from October 2014 until May 2015. Chief Operating Officer for North American entity at WILD Flavors and Specialty Ingredients from June 2012 until October 2014.	53
Gregory A. Morris	Senior Vice President of the Company since November 2014. President, Global Oilseeds Processing business unit since May 2015. President, WILD Flavors and Specialty Ingredients business unit from October 2014 to May 2015. President, North American Oilseeds Processing business unit from 2008 to December 2014.	47
Ian Pinner	Vice President, Growth and Strategy since August 2018. Chief Growth Officer from July 2017 to August 2018. President, Southeast Asia and Global Destination Marketing from December 2015 to July 2017. President, Global Cocoa from June 2014 to December 2015. Vice President, Corporate Strategic and Financial Planning from February 2014 to June 2014. President, Global Grain Division from January 2012 to February 2014. General Manager, European Softseed Division from January 2008 to January 2014.	46
Stefano Rettore	Senior Vice President of the Company and President, Origination business unit since March 2018. Chief Risk Officer since September 2017. President, International at CHS, Inc. from September 2014 to February 2017. Senior Vice President and Head of South America at CHS, Inc. from December 2002 to September 2014.	45
Ismael Roig	Senior Vice President of the Company since December 2015. President, ADM Europe, Middle East, and Africa (EMEA) since August 2018. Chief Strategy Officer from December 2015 to August 2018. Chief Sustainability Officer since May 2015. Vice President of the Company from December 2004 until December 2015. President, Asia Pacific from August 2011 to December 2015.	51
John P. Stott	Group Vice President, Finance and Corporate Controller since August 2014. Vice President and Controller of the Company from December 2006 to August 2014.	51
Joseph D. Taets	Senior Vice President of the Company since August 2011. President, Global Business Readiness since March 2018. President, Agricultural business unit from August 2011 to March 2018. President, ADM Europe, Middle East, and Africa (EMEA) from August 2013 to June 2016.	53
Thuy-Nga T. Vo	Chief Counsel, Corporate, Securities, and Mergers and Acquisitions and Assistant Secretary since January 2017. Chief Counsel, Mergers and Acquisitions from May 2013 to January 2017.	54
Todd Werpy	Senior Vice President and Chief Technology Officer since March 2015. Senior Vice President, Research and Development from August 2012 to October 2013.	56
Ray G. Young	Executive Vice President of the Company since March 2015. Senior Vice President of the Company from November 2010 to March 2015. Chief Financial Officer since December 2010.	57

Item 11. EXECUTIVE COMPENSATION

Information responsive to this Item is set forth in “Compensation Discussion and Analysis,” “Compensation/Succession Committee Report,” “Compensation/Succession Committee Interlocks and Insider Participation,” “Summary Compensation Table,” “Grants of Plan-Based Awards During Fiscal Year 2018,” “Outstanding Equity Awards at Fiscal Year 2018 Year-End,” “Option Exercises and Stock Vested During Fiscal Year 2018,” “Pension Benefits,” “Nonqualified Deferred Compensation,” “Termination of Employment and Change-in-Control Arrangements,” “CEO Pay Ratio,” and “Director Compensation” of the definitive proxy statement for the Company’s annual meeting of stockholders to be held on May 2, 2019, and is incorporated herein by reference.

Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Information responsive to this Item is set forth in “Principal Holders of Voting Securities,” “Proposal No. 1 - Election of Directors for a One-Year Term,” “Executive Officer Stock Ownership,” and “Equity Compensation Plan Information at December 31, 2018” of the definitive proxy statement for the Company’s annual meeting of stockholders to be held on May 2, 2019, and is incorporated herein by reference.

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Information responsive to this Item is set forth in “Certain Relationships and Related Transactions,” “Review and Approval of Certain Relationships and Related Transactions,” and “Independence of Directors” of the definitive proxy statement for the Company’s annual meeting of stockholders to be held on May 2, 2019, and is incorporated herein by reference.

Item 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Information responsive to this Item is set forth in “Fees Paid to Independent Auditors” and “Audit Committee Pre-Approval Policies” of the definitive proxy statement for the Company’s annual meeting of stockholders to be held on May 2, 2019, and is incorporated herein by reference.

PART IV

Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

- (a)(1) See Item 8, “Financial Statements and Supplementary Data,” for a list of financial statements.
- (a)(2) Financial statement schedules

SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS AND RESERVES

	Balance at Beginning of Year	Additions	Deductions ⁽¹⁾	Other ⁽²⁾	Balance at End of Year
	(In millions)				
Allowance for doubtful accounts					
December 31, 2016	\$ 70	16	(16)	2	\$ 72
December 31, 2017	\$ 72	3	(6)	4	\$ 73
December 31, 2018	\$ 73	44	(26)	(7)	\$ 84

⁽¹⁾ Uncollectible accounts written off

⁽²⁾ Impact of reclassifications, foreign exchange translation, and other adjustments

All other schedules are either not required, not applicable, or the information is otherwise included.

(a)(3) List of exhibits

- (3) (i) Composite Certificate of Incorporation, as amended (incorporated by reference to Exhibit (3)(i) to the Company’s Form 10-Q for the quarter ended September 30, 2001 (File No. 1-44)).
- (ii) Bylaws, as amended through February 9, 2017 (incorporated by reference to Exhibit 3 to the Company’s Form 8-K filed on February 13, 2017 (File No. 1-44)).

(4) Instruments defining the rights of security holders, including:

- (i) Indenture, dated as of June 1, 1986, by and between the Company and The Bank of New York Mellon (successor to JPMorgan Chase, The Chase Manhattan Bank, Chemical Bank, and Manufacturers Hanover Trust Company), as Trustee (incorporated by reference to Exhibit 4(a) to the Company's Registration Statement on Form S-3 (File No. 33-6721)), as amended and supplemented by Supplemental Indenture, dated as of August 1, 1989, by and between the Company and The Bank of New York Mellon (successor to JPMorgan Chase, The Chase Manhattan Bank, Chemical Bank and Manufacturers Hanover Trust Company), as Trustee (incorporated by reference to Exhibit 4(c) to Post Effective Amendment No. 3 to the Company's Registration Statement on Form S-3 (No. 33-6721)), relating to:

the \$350,000,000 – 7 1/2% Debentures due March 15, 2027,
the \$200,000,000 – 6 3/4% Debentures due December 15, 2027,
the \$300,000,000 – 6 5/8% Debentures due May 1, 2029,
the \$400,000,000 – 7% Debentures due February 1, 2031,
the \$500,000,000 – 5.935% Debentures due October 1, 2032,
the \$600,000,000 – 5.375% Debentures due September 15, 2035, and
the \$250,000,000 – 6.95% Debentures due December 15, 2097.

- (ii) Indenture, dated as of September 20, 2006, by and between the Company and The Bank of New York Mellon, as successor to JPMorgan Chase Bank, N.A., as Trustee (incorporated by reference to Exhibit 4 to the Company's Registration Statement on Form S-3 (File No. 333-137541)), as amended and

Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES (Continued)

supplemented by First Supplemental Indenture, dated as of June 3, 2008, by and between the Company and The Bank of New York Mellon (formerly known as The Bank of New York) (incorporated by reference to Exhibit 4.6 to the Company's Current Report on Form 8-K filed on June 3, 2008 (File No. 1-44)), Second Supplemental Indenture, dated as of November 29, 2010, by and between the Company and The Bank of New York Mellon (incorporated by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K filed on November 30, 2010 (File No. 1-44)), and Third Supplemental Indenture, dated as of April 4, 2011, between the Company and The Bank of New York Mellon (incorporated by reference to Exhibit 4.4 to the Company's Current Report on Form 8-K filed on April 8, 2011 (File No. 1-44)), relating to:

the \$500,000,000 – 6.45% Debentures due January 15, 2038,
the \$750,000,000 – 4.479% Notes due March 1, 2021,
the \$1,000,000,000 – 5.765% Debentures due March 1, 2041, and
the \$527,688,000 – 4.535% Debentures due March 26, 2042.

- (iii) Indenture, dated as of October 16, 2012, by and between the Company and The Bank of New York Mellon, as Trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on October 17, 2012 (File No. 1-44)), relating to:

the \$570,425,000 – 4.016% Debentures due April 16, 2043,
the €600,000,000 – 1.750% Notes due June 23, 2023,
the €500,000,000 – Floating Rate Notes due June 24, 2019,
the \$1,000,000,000 – 2.500% Notes due August 11, 2026,
the \$500,000,000 – 3.750% Notes due September 15, 2047,
the €650,000,000 – 1.00% Notes due September 12, 2025,
the \$400,000,000 – 3.375% Notes due March 15, 2022, and
the \$600,000,000 – 4.500% Notes due March 15, 2049.

- (iv) Copies of constituent instruments defining rights of holders of long-term debt of the Company and its Subsidiaries, other than the indentures specified herein, are not filed herewith, pursuant to Instruction (b)(4)(iii)(A) to Item 601 of Regulation S-K, because the total amount of securities authorized under any such instrument does not exceed 10% of the total assets of the Company and Subsidiaries on a consolidated basis. The Company hereby agrees that it will, upon request by the SEC, furnish to the SEC a copy of each such instrument.

- (10) Copies of the Company's equity compensation plans, deferred compensation plans and agreements with executive officers are incorporated herein by reference pursuant to Instruction (b)(10)(iii)(A) to Item 601 of Regulation S-K, each of which is a management contract or compensation plan or arrangement required to be filed as an exhibit pursuant to Item 15(b) of Form 10-K, as follows:

- (i) The Archer-Daniels-Midland Company Deferred Compensation Plan for Selected Management Employees I, as amended (incorporated by reference to Exhibit 10(iii) to the Company's Annual Report on Form 10-K for the year ended June 30, 2010 (File No. 1-44)).
- (ii) The Archer-Daniels-Midland Company Deferred Compensation Plan for Selected Management Employees II, as amended and restated (incorporated by reference to Exhibit 10(ii) to the Company's Annual Report on Form 10-K for the year ended December 31, 2013 (File No. 1-44)).
- (iii) The Archer-Daniels-Midland Company Supplemental Retirement Plan, as amended and restated (incorporated by reference to Exhibit 10(vi) to the Company's Annual Report on Form 10-K for the year ended June 30, 2010 (File No. 1-44)).
- (iv) Second Amendment to ADM Supplemental Retirement Plan (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2010 (File No. 1-44)).

Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES (Continued)

- (v) The Archer-Daniels-Midland Company Amended and Restated Stock Unit Plan for Nonemployee Directors, as amended (incorporated by reference to Exhibit 10(v) to the Company's Annual Report on Form 10-K for the year ended December 31, 2016 (File No. 1-44)).
- (vi) The Archer-Daniels-Midland 2002 Incentive Compensation Plan (incorporated by reference to Exhibit A to the Company's Definitive Proxy Statement filed on September 25, 2002 (File No. 1-44)).
- (vii) Form of Stock Option Agreement under the Company's 2002 Incentive Compensation Plan (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2005 (File No. 1-44)).
- (viii) Form of Restricted Stock Agreement under the Company's 2002 Incentive Compensation Plan (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2005 (File No. 1-44)).
- (ix) Form of Performance Share Unit Award Agreement under the Company's 2002 Incentive Compensative Plan (incorporated by reference to Exhibit 10(xii) to the Company's Annual Report on Form 10-K for the year ended June 30, 2010 (File No. 1-44)).
- (x) Form of Restricted Stock Unit Award Agreement under the Company's 2002 Incentive Compensation Plan (incorporated by reference to Exhibit 10(xiii) to the Company's Annual Report on Form 10-K for the year ended June 30, 2010 (File No. 1-44)).
- (xi) The Archer-Daniels-Midland Company 2009 Incentive Compensation Plan (incorporated by reference to Exhibit A to the Company's Definitive Proxy Statement filed on September 25, 2009 (File No. 1-44)).
- (xii) Form of Stock Option Agreement for U.S. Employees under the Company's 2009 Incentive Compensation Plan (incorporated by reference to Exhibit 10(i) to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013 (File No. 1-44)).
- (xiii) Form of Restricted Stock Unit Award Agreement for U.S. Employees under the Company's 2009 Incentive Compensation Plan (incorporated by reference to Exhibit 10(ii) to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013 (File No. 1-44)).
- (xiv) Form of Stock Option Agreement for Named Executive Officers under the Company's 2009 Incentive Compensation Plan (incorporated by reference to Exhibit 10(iii) to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013 (File No. 1-44)).
- (xv) Form of Restricted Stock Unit Award Agreement for Named Executive Officers under the Company's 2009 Incentive Compensation Plan (incorporated by reference to Exhibit 10(iv) to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013 (File No. 1-44)).
- (xvi) Form of Stock Option Agreement for International Employees under the Company's 2009 Incentive Compensation Plan (incorporated by reference to Exhibit 10(v) to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013 (File No. 1-44)).
- (xvii) Form of Restricted Stock Unit Award Agreement for International Employees under the Company's 2009 Incentive Compensation Plan (incorporated by reference to Exhibit 10(vi) to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013 (File No. 1-44)).
- (xviii) Form of Performance Share Unit Award Agreement under the Company's 2009 Incentive Compensation Plan (incorporated by reference to Exhibit 10(vii) to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013 (File No. 1-44)).

Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES (Continued)

- (xix) Form of Performance Share Unit Award Agreement under the Company's 2009 Incentive Compensation Plan for grant to J. Luciano (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on March 25, 2011 (File No. 1-44)).
- (xx) Form of Nonqualified Stock Option Award Agreement for Executive Officers under the Company's 2009 Incentive Compensation Plan (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2016 (File No. 1-44)).
- (xxi) Form of Nonqualified Stock Option Award Agreement for U.S. Employees under the Company's 2009 Incentive Compensation Plan (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2016 (File No. 1-44)).
- (xxii) Form of Restricted Stock Unit Award Agreement for Executive Officers under the Company's 2009 Incentive Compensation Plan (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2016 (File No. 1-44)).
- (xxiii) Form of Restricted Stock Unit Award Agreement for U.S. Employees under the Company's 2009 Incentive Compensation Plan (incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2016 (File No. 1-44)).
- (xxiv) Form of Restricted Stock Unit Award Agreement under the Company's 2009 Incentive Compensation Plan (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2017 (File No. 1-44)).
- (xxv) Form of Performance Share Unit Award Agreement under the Company's 2009 Incentive Compensation Plan (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2017 (File No. 1-44)).
- (xxvi) ADM Employee Stock Purchase Plan (incorporated by reference to Exhibit 4.3 to the Company's Registration Statement on Form S-8 filed on May 15, 2018 (File No. 333-224944)).
- (21) Subsidiaries of the Company.
- (23) Consent of Independent Registered Public Accounting Firm.
- (24) Powers of Attorney.
- (31.1) Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended.
- (31.2) Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended.
- (32.1) Certification of Chief Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- (32.2) Certification of Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- (101) Interactive Data File.

Item 16. Form 10-K Summary

Not Applicable.

SIGNATURES

Pursuant to the requirements of Section 13 of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: February 19, 2019

ARCHER-DANIELS-MIDLAND COMPANY

By: /s/ D. C. Findlay
D. C. Findlay
Senior Vice President, General Counsel
and Secretary

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below on February 19, 2019, by the following persons on behalf of the Registrant and in the capacities indicated.

/s/ J. R. Luciano
J. R. Luciano*,
Chairman, Chief Executive Officer,
President, and Director
(Principal Executive Officer)

/s/ R. G. Young
R. G. Young
Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

/s/ J. P. Stott
J. P. Stott
Group Vice President, Finance and
Corporate Controller
(Principal Accounting Officer)

/s/ A. L. Boeckmann
A. L. Boeckmann*,
Director

/s/ M.S. Burke
M. S. Burke*,
Director

/s/ T. K. Crews
T. K. Crews*,
Director

/s/ P. Dufour
P. Dufour*,
Director

/s/ D. E. Felsing
D. E. Felsing*,
Director

/s/ S. F. Harrison
S. F. Harrison*,
Director

/s/ P. J. Moore
P. J. Moore*,
Director

/s/ F. J. Sanchez
F. J. Sanchez*,
Director

/s/ D. A. Sandler
D. A. Sandler*,
Director

/s/ D. T. Shih
D. T. Shih*,
Director

/s/ K. R. Westbrook
K. R. Westbrook*,
Director

/s/ D. C. Findlay
D. C. Findlay
Attorney-in-Fact

*Powers of Attorney authorizing R. G. Young, J. P. Stott, and D. C. Findlay, and each of them, to sign the Form 10-K on behalf of the above-named officers and directors of the Company, copies of which are being filed with the Securities and Exchange Commission.

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STOCKHOLDER INFORMATION

Stock Exchange

Archer Daniels Midland Company common stock is listed and traded on the New York Stock Exchange. Ticker Symbol: ADM.

Transfer Agent and Registrar

Hickory Point Bank and Trust, fsb
225 N. Water Street, Suite 300
Decatur, IL 62523
888-740-5512

Independent Auditors

Ernst & Young L.L.P., St. Louis, MO

SAFE HARBOR STATEMENT

The annual report contains forward-looking information that is subject to certain risks and uncertainties that could cause actual results to differ materially from those projected, expressed or implied by such forward-looking information. In some cases, you can identify forward-looking statements by our use of words such as “may,” “will,” “should,” “anticipates,” “believes,” “expects,” “plans,” “future,” “intends,” “could,” “estimate,” “predicts,” “potential,” or “contingent,” the negative of these terms, or other, similar expressions. The Company’s actual results could differ materially from those discussed or implied herein. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in the Company’s Form 10-K for the fiscal year ended December 31, 2018, and the Company’s other reports on file with the SEC. To the extent permitted under applicable law, the Company assumes no obligation to update any forward-looking statements as a result of new information or future events.

The Annual Meeting of Stockholders of the Company will be held at the James R. Randall Research Center, located at 1001 Brush College Road in Decatur, IL, on **Wednesday, May 1, 2019, commencing at 8:30 a.m.** Proxies will be requested by Management on or about March 22, 2019, at which time a Notice of Internet Availability of Proxy Materials or, for those who do not receive a Notice, a Proxy Statement, 2018 Annual Report on Form 10-K, and Form of Proxy will be sent to Stockholders.

MAILING ADDRESS

Archer Daniels Midland Company
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Chicago, IL 60601
U.S.A.

800-637-5843

www.adm.com

Archer Daniels Midland Company
is an equal opportunity employer.

