



ROUND TABLE
ON RESPONSIBLE SOY

RTRS | MEMBERS' WRITTEN RESOLUTIONS 2022

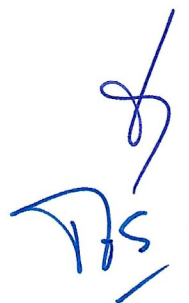
ROUND TABLE ON RESPONSIBLE SOY ASSOCIATION (RTRS)

MEMBERS' WRITTEN RESOLUTIONS No. 1/2022

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TABLE OF CONTENTS

MEMBERS' WRITTEN RESOLUTIONS NO. 1/20223
ANNEX – VOTING NOTICE.....14



ROUND TABLE ON RESPONSIBLE SOY ASSOCIATION (RTRS)

MEMBERS' WRITTEN RESOLUTIONS NO. 1/2022

The novel coronavirus pandemic outbreak continues to force organizations of the entire globe to conduct its operations in a context where the physical interaction with its members has been substantially redefined.

In light of this situation, on June 19, 2020, the Swiss Federal Council issued an Ordinance 3 on Measures to Combat the Coronavirus (the "Ordinance"), which enables RTRS to take the necessary measures aimed at ensuring that the RTRS Participating Members can exercise their rights while complying with the Swiss Federal Health Authorities' requirements regarding hygiene and social distancing. According to the Ordinance, as a Swiss association RTRS is allowed to make the proper arrangements in order for the RTRS Participating Members to exercise their voting rights in writing (Article 27). The Ordinance has been repeatedly extended and remains in full force and effect (Article 29, Section 4).

Taking into consideration the guidelines set forth by the Ordinance, and in order to continue with RTRS' steady development and the achievement of its goals overcoming the current challenging circumstances, during the Executive Board meeting held on May 30, 2022, the RTRS Executive Board decided to (i) submit to the consideration of the RTRS Participating Members the approval of the resolutions contained herein by means of a written resolution in accordance with the voting procedure set forth in Article 18 of RTRS Statutes; and (ii) carry out the elections of Executive Board members nominated to fill in vacant seats for the period 2022-2024 by means of an ad-hoc written based procedure, in accordance with the requirements set forth in Article 27(9) et seq. of RTRS Statutes.

Furthermore, during their meeting held on May 30, 2022, the RTRS Executive Board members approved all the necessary documents to implement the decisions mentioned in (i) and (ii) of the preceding paragraph. These documents included the relevant Voting Notice - annexed hereto- published on the RTRS Website on June 1, 2022, which provided for the rules applicable to the written based voting procedures mentioned in (i) and (ii) above.

Having closed the voting period started upon the publication of the Voting Notice on June 1, 2022, and ended on July 1, 2022 (the "Voting Period"), below there is a summary of the results obtained:

A. Resolutions Submitted to the Consideration of RTRS Participating Members.

In accordance with the written based voting procedure adopted for the consideration of the following resolutions -in accordance with the requirements of Article 18 of RTRS Statutes-, it was first required that the simple majority (more than half) of all Participating Members at the time of the publication of the Voting Notice (without consideration of the constituencies) cast a vote through the relevant Voting Ballot Sheet either (i) by casting a vote in favor or against the resolution, or (ii) by abstaining from voting.

Although by mistake in the Voting Notice it was stated that RTRS had 188 Participating Members, after correct deduction of Observing Members the actual number of RTRS Participating Member at the time of the publication of the Voting Notice was 172, consisting of:

Constituency Producers ("Producers"): 22 Participating Members



Constituency Industry, Trade and Finance (“ITF”): 138 Participating Members

Constituency Civil Society Organizations (“Civil Society”): 12 Participating Members

Therefore, in order for the resolutions to be passed a minimum participation of 87 Participating Members was required in each case.

1) Approval of the Financial Statements of RTRS for the fiscal year ended December 31, 2021.

According to the counting of the votes cast through the Voting Ballot Sheets delivered during the Voting Period, 108 Participating Members took part in the voting on this resolution out of which 91 Participating Members voted in favor of the resolution, 17 Participating Members abstained, and no Participating Member voted against.

As a consequence of the above, since the simple majority (more than half) of all 172 Participating Members at the time of the publication of the Voting Notice (without consideration of the constituencies) cast a vote and no Participating Member voted against, the resolution shall be deemed approved in accordance with Article 18(5) et seq. of RTRS Statutes.

The undersigned, in his capacity as President of the Executive Board of Round Table on Responsible Soy Association (RTRS), hereby certifies the following:

The financial statements of RTRS for the fiscal year ended December 31, 2021, are approved in accordance with Article 18(5) et seq. of RTRS Statutes (by consensus).

2) Approval of the Budget for 2022.

According to the counting of the votes cast through the Voting Ballot Sheets delivered during the Voting Period, 108 Participating Members took part in the voting on this resolution out of which 90 Participating Members voted in favor of the resolution, 18 Participating Members abstained, and no Participating Member voted against.

As a consequence of the above, since the simple majority (more than half) of all 172 Participating Members at the time of the publication of the Voting Notice (without consideration of the constituencies) cast a vote and no Participating Member voted against, the resolution shall be deemed approved in accordance with Article 18(5) et seq. of RTRS Statutes.

The undersigned, in his capacity as President of the Executive Board of Round Table on Responsible Soy Association (RTRS), hereby certifies the following:

The Budget for 2022 is approved in accordance with Article 18(5) et seq. of RTRS Statutes (by consensus).

3) Appointment of (i) ANCORA Treuhand AG as auditor of RTRS and (ii) KPMG Argentina as auditor of the representation of RTRS in Argentina.

According to the counting of the votes cast through the Voting Ballot Sheets delivered during the Voting Period, 108 Participating Members took part in the voting on this resolution out



of which 92 Participating Members voted in favor of the resolution, 16 Participating Members abstained, and no Participating Member voted against.

As a consequence of the above, since the simple majority (more than half) of all 172 Participating Members at the time of the publication of the Voting Notice (without consideration of the constituencies) cast a vote and no Participating Member voted against, the resolution shall be deemed approved in accordance with Article 18(5) et seq. of RTRS Statutes.

The undersigned, in his capacity as President of the Executive Board of Round Table on Responsible Soy Association (RTRS), hereby certifies the following:

The appointment of (i) ANCORA Treuhand AG as auditor of RTRS and (ii) KPMG Argentina as auditor of the representation of RTRS in Argentina are approved in accordance with Article 18(5) et seq. of RTRS Statutes (by consensus).

- 4) Approval of (i) the amount, scaling, and payment method of the membership fee in accordance with Article 39(4) of RTRS Statutes; (ii) the amendment to Article 39(6) of RTRS Statutes which sets forth the membership categories, segmentation/structure and fees amount; and (iii) the RTRS Amended and Restated Statutes reflecting the changes to membership fee amounts on Article 39(6).**

According to the counting of the votes cast through the Voting Ballot Sheets delivered during the Voting Period, 108 Participating Members took part in the voting on this resolution out of which 79 Participating Members voted in favor of the resolution, 6 Participating Members voted against, and 23 Participating Members abstained.

Since the simple majority (more than half) of all 172 Participating Members at the time of the publication of the Voting Notice (without consideration of the constituencies) cast a vote, but 6 Participating Members cast a vote against the resolution, a re-counting of the votes at a constituency level had to be conducted by the RTRS Secretariat. In order to calculate whether the simple majority was achieved at a constituency level, abstentions were disregarded.

Such re-counting of the votes revealed the following results:

Constituency	Majority Obtained	In favor	Against	Abstentions
Producers	100%	16	0	1
ITF	90,3%	56	6	20
Civil Society	100%	7	0	2

Therefore, since according to the re-counting of the votes a simple majority (more than half of the valid votes cast) in favor of the resolution was achieved within each of the constituencies having cast a vote, the resolution shall be deemed approved in accordance with Article 18(8) et seq. of RTRS Statutes.

The undersigned, in his capacity as President of the Executive Board of Round Table on Responsible Soy Association (RTRS), hereby certifies the following:



- (i) The amount, scaling, and payment method of the membership fee in accordance with Article 39(4) of RTRS Statutes is approved in accordance with Article 18(8) et seq. of RTRS Statutes (by simple majority within each of the constituencies);
- (ii) The amendment to Article 39(6) of RTRS Statutes which sets forth the membership categories, segmentation/structure and fees amount is approved in accordance with Article 18(8) et seq. of RTRS Statutes (by simple majority within each of the constituencies); and
- (iii) The RTRS Amended and Restated Statutes reflecting the changes to membership fee amounts on Article 39(6) are approved in accordance with Article 18(8) et seq. of RTRS Statutes (by simple majority within each of the constituencies).

5) Approval of RTRS EU RED II technical documents in order to comply with the recast of Renewable Energy European Union Directive 2018/2001.

According to the counting of the votes cast through the Voting Ballot Sheets delivered during the Voting Period, 108 Participating Members took part in the voting on this resolution out of which 83 Participating Members voted in favor of the resolution, 25 Participating Members abstained, and no Participating Member voted against.

As a consequence of the above, since the simple majority (more than half) of all 172 Participating Members at the time of the publication of the Voting Notice (without consideration of the constituencies) cast a vote and no Participating Member voted against, the resolution shall be deemed approved in accordance with Article 18(5) et seq. of RTRS Statutes.

The undersigned, in his capacity as President of the Executive Board of Round Table on Responsible Soy Association (RTRS), hereby certifies the following:

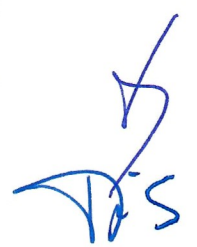
The RTRS EU RED II technical documents in order to comply with the recast of Renewable Energy European Union Directive 2018/2001 are approved in accordance with Article 18(5) et seq. of RTRS Statutes (by consensus).

6) Approval of the Treasurer's (Maria do Carmo Ferrante) performance 2020/2021.

According to the counting of the votes cast through the Voting Ballot Sheets delivered during the Voting Period, 108 Participating Members took part in the voting on this resolution out of which 71 Participating Members voted in favor of the resolution, 37 Participating Members abstained, and no Participating Member voted against.

As a consequence of the above, since the simple majority (more than half) of all 172 Participating Members at the time of the publication of the Voting Notice (without consideration of the constituencies) cast a vote and no Participating Member voted against, the resolution shall be deemed approved in accordance with Article 18(5) et seq. of RTRS Statutes.

The undersigned, in his capacity as President of the Executive Board of Round Table on Responsible Soy Association (RTRS), hereby certifies the following:



The Treasurer's (Maria do Carmo Ferrante) performance 2020/2021 is approved in accordance with Article 18(5) et seq. of RTRS Statutes (by consensus).

7) Approval of all acts performed by Executive Board Members.

- **Approval of all acts performed by CDP Worldwide – Sareh Forouzesh as Designated Executive Board member since her election as replacement of Morgan Gillespy, until the date of her resignation.**

According to the counting of the votes cast through the Voting Ballot Sheets delivered during the Voting Period, 108 Participating Members took part in the voting on this resolution out of which 65 Participating Members voted in favor of the resolution, 43 Participating Members abstained, and no Participating Member voted against.

As a consequence of the above, since the simple majority (more than half) of all 172 Participating Members at the time of the publication of the Voting Notice (without consideration of the constituencies) cast a vote and no Participating Member voted against, the resolution shall be deemed approved in accordance with Article 18(5) et seq. of RTRS Statutes.

The undersigned, in his capacity as President of the Executive Board of Round Table on Responsible Soy Association (RTRS), hereby certifies the following:

All acts performed by CDP Worldwide – Sareh Forouzesh as Designated Executive Board member since her appointment as replacement of Morgan Gillespy, until the date of her resignation are approved in accordance with Article 18(5) et seq. of RTRS Statutes (by consensus).

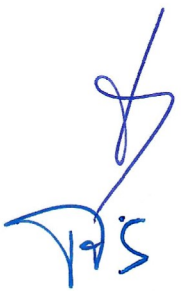
- **Approval of all acts performed by CDP Worldwide – Thomas Miles Maddox as Designated Executive Board member since the date of his designation on May 12, 2021, pursuant to the approval by the members of the Civil Society Organizations constituency to fill the Executive Board vacant position due to the resignation of all the CDP Worldwide's Alternate Executive Board Members.**

According to the counting of the votes cast through the Voting Ballot Sheets delivered during the Voting Period, 108 Participating Members took part in the voting on this resolution out of which 67 Participating Members voted in favor of the resolution, 41 Participating Members abstained, and no Participating Member voted against.

As a consequence of the above, since the simple majority (more than half) of all 172 Participating Members at the time of the publication of the Voting Notice (without consideration of the constituencies) cast a vote and no Participating Member voted against, the resolution shall be deemed approved in accordance with Article 18(5) et seq. of RTRS Statutes.

The undersigned, in his capacity as President of the Executive Board of Round Table on Responsible Soy Association (RTRS), hereby certifies the following:

All acts performed by CDP Worldwide – Thomas Miles Maddox as Designated Executive Board member since the date of his appointment on May 12, 2021,



pursuant to the approval by the members of the Civil Society Organizations constituency to fill the Executive Board vacant position due to the resignation of all the CDP Worldwide's Alternate Executive Board Members, until the expiration of the term of his office are approved in accordance with Article 18(5) et seq. of RTRS Statutes (by consensus).

- **Approval of all acts performed by ACT Group B.V. – Jorn Jasper Schouten as Designated Executive Board member since his election on June 28, 2020, pursuant to written resolution by RTRS Participating Members until the date of his resignation.**

According to the counting of the votes cast through the Voting Ballot Sheets delivered during the Voting Period, 108 Participating Members took part in the voting on this resolution out of which 67 Participating Members voted in favor of the resolution, 41 Participating Members abstained, and no Participating Member voted against.

As a consequence of the above, since the simple majority (more than half) of all 172 Participating Members at the time of the publication of the Voting Notice (without consideration of the constituencies) cast a vote and no Participating Member voted against, the resolution shall be deemed approved in accordance with Article 18(5) et seq. of RTRS Statutes.

The undersigned, in his capacity as President of the Executive Board of Round Table on Responsible Soy Association (RTRS), hereby certifies the following:

All acts performed by ACT Group B.V. – Jorn Jasper Schouten as Designated Executive Board member since his appointment on June 28, 2020, pursuant to written resolution by RTRS Participating Members until the date of his resignation are approved in accordance with Article 18(5) et seq. of RTRS Statutes (by consensus).

- **Approval of all acts performed by ACT Group B.V. – Damiana Meneghetti as Designated Executive Board member, since her designation on May 12, 2021, as a replacement of Jorn Jasper Schouten upon his resignation, until the expiration of the term of her office.**

According to the counting of the votes cast through the Voting Ballot Sheets delivered during the Voting Period, 108 Participating Members took part in the voting on this resolution out of which 70 Participating Members voted in favor of the resolution, 38 Participating Members abstained, and no Participating Member voted against.

As a consequence of the above, since the simple majority (more than half) of all 172 Participating Members at the time of the publication of the Voting Notice (without consideration of the constituencies) cast a vote and no Participating Member voted against, the resolution shall be deemed approved in accordance with Article 18(5) et seq. of RTRS Statutes.

The undersigned, in his capacity as President of the Executive Board of Round Table on Responsible Soy Association (RTRS), hereby certifies the following:





All acts performed by ACT Group B.V. – Damiana Meneghetti as Designated Executive Board member, since her appointment on May 12, 2021, as a replacement of Jorn Jasper Schouten upon his resignation, until the expiration of the term of her office are approved in accordance with Article 18(5) et seq. of RTRS Statutes (by consensus).

- **Approval of all acts performed by Alliance 4 Soy – Lieven Callewaert as Designated Executive Board member since his election on June 28, 2020, pursuant to written resolution by RTRS Participating Members until the expiration of the term of his office.**

According to the counting of the votes cast through the Voting Ballot Sheets delivered during the Voting Period, 108 Participating Members took part in the voting on this resolution out of which 71 Participating Members voted in favor of the resolution, 37 Participating Members abstained, and no Participating Member voted against.

As a consequence of the above, since the simple majority (more than half) of all 172 Participating Members at the time of the publication of the Voting Notice (without consideration of the constituencies) cast a vote and no Participating Member voted against, the resolution shall be deemed approved in accordance with Article 18(5) et seq. of RTRS Statutes.

The undersigned, in his capacity as President of the Executive Board of Round Table on Responsible Soy Association (RTRS), hereby certifies the following:

All acts performed by Alliance 4 Soy – Lieven Callewaert as Designated Executive Board member since his appointment on June 28, 2020, pursuant to written resolution by RTRS Participating Members until the expiration of the term of his office are approved in accordance with Article 18(5) et seq. of RTRS Statutes (by consensus).

B. Elections of Executive Board members nominated to fill in vacant seats for the period 2022-2024.

a) Civil Society Organizations constituency

While there were 4 available seats in the Civil Society Organizations constituency, only 2 candidacies were received.

In addition to the above, as a result of an internal reorganization, The Nature Conservancy (TNC) would like to change the Designated Executive Board Member and Alternate Executive Board Members elected by Written Resolution dated June 13, 2021. In view of such internal reorganization, TNC requested the members of the Civil Society Organizations constituency to approve Thiago Masson as Designated Executive Board Member, and 1. Melissa Brito, and 2. Leandro Baumgarten, as Alternate Executive Board Members, with effect until the expiration of the term of TNC's office which shall occur in the General Assembly 2023 or alternatively on the completion of the Member's Resolution possibly replacing the General Assembly to be carried out in 2023, in compliance with Article 27(9) of RTRS Statutes.

In accordance with the ad-hoc written based voting procedure adopted for the elections of Executive Board members nominated to fill in vacant seats for the period 2022-2024 - following the requirements of Article 27(9) et seq. of RTRS Statutes-, it was first required that the simple majority (more than half) of the Participating Members of the Civil Society Organizations constituency at the time of the publication of the Voting Notice cast a vote through the relevant Voting Ballot Sheet either (i) by casting a vote in favor or against the election, or (ii) by abstaining from voting.

At the time of the publication of the Voting Notice, the Civil Society Organizations constituency was composed of 12 Participating Members and, therefore, a minimum participation of 7 of them was required.

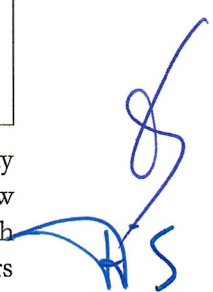
According to the counting of the votes cast through the Voting Ballot Sheets delivered during the Voting Period, 9 Participating Members took part in the procedure in connection with the two candidates and the change of TNC's representatives and, as a consequence, the first requirement was duly satisfied.

As explained in the Voting Notice, in order for a candidate to be elected, it must also obtain the approval by the simple majority of those Participating Members who cast a vote, for which purpose abstentions were to be disregarded.

The voting resulted in the following:

Name	In Favor	Against	Abstain
Vrutti (Designated Executive Board Member: Pramel Kumar Gupta)	7 votes (100%)	0 votes (0%)	2 votes
Moisés Bertoni Foundation (Designated Executive Board Member: Yan Speranza, and Alternate Executive Board Member: Daniel Jacquet)	9 votes (100%)	0 votes (0%)	0 votes
Approval by the members of the Civil Society Organizations constituency of Thiago Masson as Designated Executive Board Member, and 1. Melissa Brito, and 2. Leandro Baumgarten, as Alternate Executive Board Members representing The Nature Conservancy (TNC), with effect until the expiration of their term of office in the General Assembly 2023 or alternatively on the completion of the Member's Resolution possibly replacing the General Assembly to be carried out in 2023	8 votes (100%)	0 votes (0%)	1 vote

Since the simple majority (more than half of the valid votes cast) within the Civil Society Organizations constituency cast a vote in favor of each of the candidates and TNC's new Designated Executive Board Member and Alternate Executive Board Members, such candidates, Designated Executive Board Member and Alternate Executive Board Members shall be elected.



The undersigned, in his capacity as President of the Executive Board of Round Table on Responsible Soy Association (RTRS), hereby certifies the following:

- (i) Vrutti has been elected as Executive Board member having Pramel Kumar Gupta as Designated Executive Board Member (by simple majority);
- (ii) Moisés Bertoni Foundation has been elected as Executive Board member having Yan Speranza as Designated Executive Board Member, and Daniel Jacquet as Alternate Executive Board Member (by simple majority); and
- (iii) Thiago Masson has been elected as Designated Executive Board Member, and 1. Melissa Brito, and 2. Leandro Baumgarten, have been elected as Alternate Executive Board Members representing The Nature Conservancy (TNC), with effect until the expiration of their term of office in the General Assembly 2023 or alternatively on the completion of the Member's Resolution possibly replacing the General Assembly to be carried out in 2023 (by simple majority).

All persons mentioned above in each single case declared to accept his or her election as an Executive Board member or as an Alternate member of the Executive Board of

RTRS

with registered offices in Zurich, Switzerland.

b) Industry, Trade and Finance constituency

In the case of the Industry, Trade and Finance constituency, 2 candidacies were received for 2 available seats.

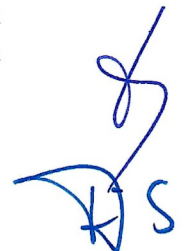
In accordance with the ad-hoc written based voting procedure adopted for the elections of Executive Board members nominated to fill in vacant seats for the period 2022-2024 - following the requirements of Article 27(9) et seq. of RTRS Statutes-, it was first required that the simple majority (more than half) of the Participating Members of the Industry, Trade and Finance constituency at the time of the publication of the Voting Notice cast a vote through the relevant Voting Ballot Sheet in connection with each candidate, either (i) by casting a vote in favor or against the election, or (ii) by abstaining from voting.

At the time of the publication of the Voting Notice, the Industry, Trade and Finance constituency was composed of 138 Participating Members and, therefore, a minimum participation of 70 of them was required.

According to the counting of the votes cast through the Voting Ballot Sheets delivered during the Voting Period, 82 Participating Members took part in the procedure in connection with the 2 candidates and, as a consequence, the first requirement was duly satisfied in relation to all the candidates.

As explained in the Voting Notice, in order for a candidate to be elected, it must also obtain the approval by the simple majority of those Participating Members who cast a vote, for which purpose abstentions were to be disregarded.

The voting resulted in the following:



Name	In Favor	Against	Abstain
Alliance 4 Soy (Designated Executive Board Member: Lieven Callewaert)	56 votes (98%)	1 vote (2%)	25 votes
ACT Commodities B.V. (Designated Executive Board Member: Damiana Meneghetti, and Alternate Executive Board Members: 1. Lukas Vogt; 2. Wouter Kuipers, 3. Cyrille Scemama, and 4. Jenz Henriksen)	60 votes (97%)	2 votes (3%)	20 votes

Since the simple majority of votes (more than half of the valid votes cast) within the Industry, Trade and Finance constituency was obtained by the 2 candidates such candidates shall be elected.

The undersigned, in his capacity as President of the Executive Board of Round Table on Responsible Soy Association (RTRS), hereby certifies the following:

- (i) Alliance 4 Soy has been re-elected as Executive Board member having Lieven Callewaert as Designated Executive Board Member (by simple majority); and
- (ii) ACT Commodities B.V. has been re-elected as Executive Board member having Damiana Meneghetti as Designated Executive Board Member, and 1. Lukas Vogt; 2. Wouter Kuipers, 3. Cyrille Scemama, and 4. Jenz Henriksen as Alternate Executive Board Members (by simple majority).

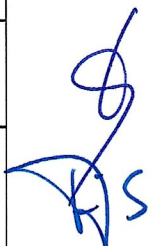
All persons mentioned above in each single case declared to accept his or her election as an Executive Board member or as an Alternate member of the Executive Board of

RTRS

with registered offices in Zurich, Switzerland.

As a result of the foregoing, the new Executive Board composition shall be as follows:

Constituency	Member Organization	Designated Executive Board Member	Alternate Executive Board Member	Term Expiration
Civil Society Organizations	The Nature Conservancy	Thiago Masson	1. Melissa Brito 2. Leandro Baumgarten	Elections 2023
Civil Society Organizations	Vrutti	Pramel Kumar Gupta	N/A	Elections 2024
Civil Society Organizations	Moisés Bertoni Foundation	Yan Speranza	Daniel Jacquet	Elections 2024
Producers	Fundação de Apoio a Pesquisa do Corredor de	Gisela Regina Introvini	N/A	Elections 2023



	Exportação Norte (FAPCEN)			
Producers	French Soy Producers ¹	Sébastien Terwagne	1. Camille Guérin 2. Laurent Morin	Elections 2023
Producers	Productores de Soja Paraguay ²	Enrique Molas	N/A	Elections 2023
Producers	Salentein Argentina B.V.	Juan Quaine	Sven Erik Piederiet	Elections 2023
Producers	Madhya Bharat Consortium of Farmers Producer Company Limited (MBCFPCL)	Yogesh Dwivedi	N/A	Elections 2023
Industry, Trade and Finance	ACT Commodities B.V.	Damiana Meneghetti	1. Lukas Vogt 2. Wouter Kuipers 3. Cyrille Scemama 4. Jenz Henriksen	Elections 2024
Industry, Trade and Finance	Alliance 4 Soy ³	Lieven Callewaert	N/A	Elections 2024
Industry, Trade and Finance	Bayer AG	Gerhard Adam	1. Alessandra Fajardo 2. Ronald Guendel	Elections 2023
Industry, Trade and Finance	Coöperatieve Rabobank U.A.	Maria do Carmo Ferrante	1. Richard Walter Antoon Piechocki 2. Mariano Martin Ingaramo	Elections 2023
Industry, Trade and Finance	Woolworths Holdings Limited South Africa	Kobus Pienaar	1. Kirsten Sims 2. Latiefa Behardien 3. Alison Pohl 4. Erno van der Westhuizen 5. Schutz Marais	Elections 2023

¹ The members of the group of Member Organizations named French Soy Producers are: GAEC NOURY and CUMA de la Vallée de la Trouille.

² The members of the group of Member Organizations named Productores de Soja Paraguay are: Colonización y Transformación Agraria S.A. (CYTASA), Iruña S.A.I.C., Kimex S.R.L. and Agrosoy S.A.

³ The members of Alliance 4 Soy are: (i) Arla Foods amba, (ii) Unilever Europe B.V., (iii) FrieslandCampina Nutrifeed B.V., (iv) Mars INC., (v) Vion NV, (vi) HKScan Oyj, (vii) Lantmännen Ek För, and (viii) Vandenmoortele NV.





ROUND TABLE
ON RESPONSIBLE SOY

RTRS | MEMBERS' WRITTEN RESOLUTIONS 2022

Lieven Callewaert
President of the RTRS Executive Board

Marcelo Visconti
Executive Director of RTRS

ANNEX – VOTING NOTICE

Dear RTRS Members,

The novel coronavirus pandemic outbreak continues to force organizations of the entire globe to conduct its operations in a context where the physical interaction with its members has been substantially redefined.

In light of this situation, on June 19, 2020, the Swiss Federal Council issued an Ordinance 3 on Measures to Combat the Coronavirus (the “Ordinance”), which enables RTRS to take the necessary measures aimed at ensuring that the RTRS Participating Members can exercise their rights while complying with the Swiss Federal Health Authorities’ requirements regarding hygiene and social distancing. According to the Ordinance, as a Swiss association RTRS is allowed to make the proper arrangements in order for the RTRS Participating Members to exercise their voting rights in writing (Article 27). The Ordinance has been repeatedly extended and remains in full force and effect (Article 29, Section 5).

In order to continue with RTRS’ steady development and the achievement of its goals overcoming the current circumstances, the RTRS Executive Board during the Executive Board meeting held on May 30, 2022, decided to:

1. Submit to the consideration of the RTRS Participating Members the approval of the resolutions explained in Section A below by means of a written resolution in accordance with the voting procedure set forth in Article 18 of RTRS Statutes, which procedure is described in more detail in Section B below; and
2. Carry out the elections of Executive Board members nominated to fill in vacant seats for the period 2022-2024 as further explained in Section C and Section D below by means of an ad-hoc written based procedure, in accordance with the requirements set forth in Article 27(9) et seq. of RTRS Statutes, which procedure is described in more detail in Section E below.

The purpose of this Voting Notice is to provide the RTRS Participating Members with the information, instructions, and documents necessary for the exercise of their voting rights in connection with the proposed resolutions.

Please be kindly reminded that Observing Members are not involved in this voting procedure, as they do not have voting rights. Only Participating Members are entitled to cast votes using the Voting Ballot Sheet attached hereto or (ii) delivered in a separate email by DocuSign on behalf of RTRS.

The results of the voting procedure will be communicated by e-mail and published on the RTRS Website.

We remain available for any further clarifications in connection with this Voting Notice.

Best regards,



A. Resolutions Submitted to the Consideration of RTRS Participating Members.**1. Approval of the Financial Statements of RTRS for the fiscal year ended December 31, 2021.****1.1. Introduction**

The Financial Statements of RTRS which were prepared in accordance with Swiss Law and RTRS Statutes and duly audited by ANCORA Treuhand AG consolidates the results of the RTRS representation in Argentina, in accordance with the financial statements of such representation which were audited by KPMG.

During 2021 our commitment to operational excellence and sustainable growth has been achieved with income increasing 5% compared to previous year while receivables decreased 27% with record levels of liquidity.

The Financial Statements of RTRS for the fiscal year ended December 31, 2021, were approved by the Executive Board at the meeting held on April 26, 2022.

In light of all the above, the RTRS Executive Board decided to submit the financial statements of RTRS for the fiscal year ended December 31, 2021, to the consideration of the RTRS Participating Members for their approval through a written resolution.

1.2 Documents

Please find attached as **Annex A.1** the following documents, which are hereby proposed to be approved:

- **Annex A.1 - Financial Statements of RTRS for the fiscal year ended December 31, 2021**

1.3 Voting Procedure

Please see Section B of this Voting Notice.

2. Approval of the Budget for 2022.**2.1 Introduction**

Budget for 2022 is fully aligned conceptually and economically with the Beyond 2020 RTRS Strategy. Key priorities for 2022 are:

- (i) consolidating the overarching role of RTRS as a roundtable based on RTRS' attributes: global multistakeholder and consensus decision-making. This priority also includes actions to foster a membership value proposition in order to achieve growth and engage with key stakeholders



within the international sustainability market and national country initiatives, such as the “Collaborative Soy Initiative.” It also targets to develop new government and NGOs relationship strategies;

- (ii) building organizational capabilities for a stronger and well-balanced global organization;
- (iii) reshaping the Chain of Custody (CoC) Standard to enable a swift transition from credits to physical flows and a proper adaptation to the new European Union legislation;
- (iv) boosting visibility with the aim of reinforcing the brand value of RTRS certification along with the new developed tools (such as soy & corn footprint calculator and Logos & Claim Policy);
- (v) implementing a monitoring and evaluating (“M&E”) system aligned with RTRS environmental footprint project with the purpose of obtaining the ISEAL Code Compliant Membership. This includes designing and implementing a strategic plan to increase certified soy volume in four South American countries which are Argentina, Brazil, Paraguay, and Uruguay (“SA4”); and
- (vi) focusing on Asian (in particular, China, India, and Japan) soy activities while establishing the Association’s presence within the corn market.

Moving to the financial aspect, the budget preparation was made following the trends and facts defined in the “Beyond 2020” RTRS Strategy. Considering that the Association has been successful on building a cash reserve, thus the budget was developed with the aim of assigning every source of income to a specific investment linked to the actions and objectives of each pillar of the “Beyond 2020” RTRS Strategy.

RTRS annual budget for 2022 was approved by the Executive Board at the meeting held on November 3, 2021.

In light of all the above, the RTRS Executive Board decided to submit the RTRS annual budget for 2022 to the consideration of the RTRS Participating Members for their approval through a written resolution.

2.2 Documents

Please find attached as **Annex A.2** the following documents, which are hereby proposed to be approved:

- **Annex A.2.- Budget for 2022**

2.3 Voting Procedure

Please see Section B of this Voting Notice.



3. Appointment of (i) **ANCORA Treuhand AG** as auditor of RTRS and (ii) **KPMG Argentina** as auditor of the representation of RTRS in Argentina.

3.1 Introduction

According to Article 10(2) of RTRS Statutes, the election of RTRS Auditor lays within the powers of the General Assembly.

In light of all the above, the RTRS Executive Board at the meeting held on April 26, 2022, decided to submit to the consideration of the RTRS Participating Members for their approval through a written resolution the election of (i) **ANCORA Treuhand AG** as auditor of RTRS and (ii) **KPMG Argentina** as auditor of the representation of RTRS in Argentina.

3.2 Documents

Please find attached as **Annex A.3** the following documents:

- **Annex A.3a.- ANCORA Treuhand AG Profile**
- **Annex A.3b.- KPMG Argentina Profile**

3.3 Voting Procedure

Please see Section B of this Voting Notice.

4. Approval of (i) the amount, scaling, and payment method of the membership fee in accordance with Article 39(4) of RTRS Statutes; (ii) the amendment to Article 39(6) of RTRS Statutes which sets forth the membership categories, segmentation/structure and fees amount; and (iii) the RTRS Amended and Restated Statutes reflecting the changes to membership fee amounts on Article 39(6).

4.1 Introduction

According to Article 39(3) of RTRS Statutes, on an annual basis the Executive Board reviews the amount, scaling and payment method of the membership fee and then submits its proposal to the approval of the General Assembly Meeting. Therefore, in accordance with Article 39(4) of RTRS Statutes, each Ordinary General Assembly Meeting shall include a resolution on the membership fee.

On June 28, 2021, RTRS launched the “Beyond 2020” RTRS Strategy for the 2021-2026 period according to which in order to carry out its correct implementation a new scheme of membership fee should be in place for (i) Industry, Trade and Finance (ITF) as of January 2022, and (ii) for Producers

4



(PRO) and Civil Society Organizations (CSO) constituencies as of January 2023.

In line with the above, at the Executive Board meeting held on September 1, 2021, the Executive Board approved a new RTRS membership fee amount reflecting an increase in the ITF constituency membership fee to €3,500 and no changes to the membership fee payable by the members of the PRO and CSO constituencies; and on November 21, 2021, the Participating Members approved such change by means of a written resolution, in accordance with the voting procedure set forth in Article 18 of RTRS Statutes.

On the other hand, at the Executive Board meeting held on May 30, 2022, the Executive Board approved a new scaling and membership fee amounts proposal for the PRO and CSO constituencies.

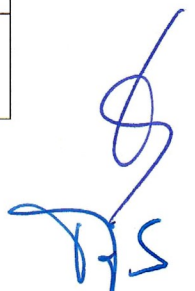
In light of all the above, the RTRS Executive Board decided to (i) maintain without changes the payment method of the membership fee; and (ii) submit the new scaling and membership fee amounts to the consideration of the RTRS Participating Members for their approval through a written resolution.

As a consequence of the changes to the membership fees payable by the RTRS Participating Members, upon its approval, an amendment to Article 39(6) of RTRS Statutes is required.

As a result of all the above, the RTRS Executive Board decided to submit to the consideration of the RTRS Participating Members this proposal for the amendment of Article 39(6) of RTRS Statutes in order to replace the current wording in its entirety, with the following one:

“(6) The current annual membership fee is:

<i>Producers</i>	<i>> 10,000 ha certified RTRS and non RTRS certified</i>	<i>EUR 2,500</i>
	<i>< 10,000 ha non RTRS certified</i>	<i>EUR 250</i>
	<i>< 10,000 ha Individual and Multisite RTRS certified producers (total certified and no certified managed land, own or rented farm)</i>	<i>EUR 0</i>
	<i>Associations (organizations which represent interests of producers and do not own farmlands)</i>	<i>EUR 250</i>
<i>Industry, Trade and Finance (companies)</i>	<i>EUR 3,500</i>	





<i>Civil Society Organizations</i>	<i>International</i>	<i>EUR 1,250</i>
	<i>Local</i>	<i>EUR 250</i>
<i>Observing Members</i>	<i>EUR 250</i>	

4.2 Documents

Please find attached as **Annex A.4** the following documents:

- **Annex A.4a.** - Amount, scaling, and payment method of the membership fee
- **Annex A.4b.** - RTRS Amended and Restated Statutes (English language version)
- **Annex A.4c.** - RTRS Amended and Restated Statutes (English language version showing the only change on pages 22 and 23 against current version)
- **Annex A.4d.** - RTRS Amended and Restated Statutes (German language version)
- **Annex A.4e.** - RTRS Amended and Restated Statutes (German language version showing the only change on page 25 against current version)

4.3 Voting Procedure

Please see Section B of this Voting Notice.

5. Approval of RTRS EU RED II technical documents in order to comply with the recast of Renewable Energy European Union Directive 2018/2001.

5.1. Introduction

In order to be aligned and approved by the European Commission under the European Union Directive 2009/28/EC on the promotion of the use of energy from renewable sources (EU RED I as per its acronym), RTRS launched its first version of all the EU RED I set of documents relating to producers and processors willing to meet the requirements for supplying soy-based biomass, biofuels and/or bioliquids to European Union member states. Such set of documents were approved by the Executive Board in October 2016 and by the General Assembly in April 2017, and therefore, RTRS was recognized as a voluntary scheme by the European Commission.

On December 11, 2018, under the recast European Union Renewable Energy Directive 2018/2001 (EU RED II as per its acronym), the

European Union extended the sustainability criteria to cover biomass used for heating and cooling and power generation.

By the end of 2020 and during the first semester of 2021, RTRS collaborated with a specialized external consultant to adjust and align the RTRS EU RED I set of documents to EU RED II.

As a consequence of the recast of EU RED II, the European Commission required (i) member states to transpose into national law the rules by June 30, 2021; and (ii) voluntary schemes to adjust their certification approaches to meet the new requirements set forth in EU RED II and, consequently, apply for re- recognition by the European Commission under such sustainability framework by June 30, 2021. At its meeting held on January 26, 2022, the Executive Board approved all RTRS EU RED II technical documents in order to comply with the recast of Renewable Energy European Union Directive 2018 and RTRS applied for recognition by the European Commission in line with article 30(4) of EU RED II. The process of technical assessment by the European Commission was successfully completed before the transposition date of the EU RED II (June 30, 2021) and, as a result of that, on April 8, 2022, the European Commission recognized RTRS as voluntary scheme.

In light of all the above, the RTRS Executive Board decided to submit the RTRS EU RED II technical documents to the consideration of the RTRS Participating Members for their approval through a written resolution.

5.2. Documents

Please find attached as **Annex A.5** the following documents, which are hereby proposed to be approved:

- **Annex A.5a. - RTRS EU RED Compliance Procedure for Producers V3.7**
- **Annex A.5b. - RTRS EU RED Chain of Custody Standard V2.8**
- **Annex A.5c. - RTRS EU RED Compliance Procedure for the Supply Chain V3.8**
- **Annex A.5d. - RTRS EU RED Accreditation and Certification procedure for responsible soy production V4.5**
- **Annex A.5e. - RTRS EU RED Chain of Custody Accreditation and Certification Procedure for CBs V3.6**
- **Annex A.5f. - RTRS EU RED Group and Multi-site certification procedure for CBs V3.6**
- **Annex A.5g. - RTRS EU RED Group and Multi-site Certification Standard V3.5**
- **Annex A.5h. - RTRS EU RED System Procedure V2.7**
- **Annex A.5i. - RTRS EU RED Communication and Claims Procedure V1.5**

5.3 Voting Procedure

Please see Section B of this Voting Notice.

6. Approval of the Treasurer's (Maria do Carmo Ferrante) performance 2020/2021.

6.1 Introduction

Every year, RTRS Participating Members are required to vote on the approval of the performance of the Executive Board member acting as Treasurer. Maria do Carmo Ferrante Designated Executive Board member of Coöperatieve Rabobank U.A. has acted as RTRS Treasurer since its election for such office in accordance with the resolution adopted by the Executive Board at its meeting held on July 9, 2021.

6.2 Voting Procedure

Please see Section B of this Voting Notice.

7. Approval of all acts performed by Executive Board Members.

7.1 Introduction

Every year, RTRS Participating Members are required to vote on the approval of the performance of those Executive Board members whose office terminated either as a result of the expiration of their term or their resignation. Although the election of Executive Board members is conducted by constituencies, the approval of the performance of each of them must be approved by all constituencies.

7.2 Documents

Please find attached as **Annex A.7** the following documents:

- **Annex A.7.- List of Executive Board Members Whose Performance Shall Be Considered**

7.3 Voting Procedure

Please see Section B of this Voting Notice.





B. Voting procedure for resolutions listed in A.1 through A.7 (in accordance with the requirements set forth in Article 18 of RTRS Statutes).

- I. Participating Members must cast their votes using the "Voting Ballot Sheet." You may complete the Voting Ballot Sheet using DocuSign without the need of downloading any application or software simply by clicking on the button "Review Document" of the email you received with the subject "Please DocuSign: Voting Ballot Sheet.pdf." Alternatively, you may print, complete, and sign the Voting Ballot Sheet attached hereto and deliver it to the RTRS Secretariat either by postal delivery or by e-mail to info@responsiblesoy.org (cc ingrid.korn@responsiblesoy.org).
- II. Participating Members will have 30 calendar days to exercise their voting rights starting upon the date of this Voting Notice and ending on July 1st, 2022 (the "Voting Period"). Any Voting Ballot Sheet which is submitted after the Voting Period will be disregarded.
- III. In order for a resolution to be passed it is required that (i) a simple majority (more than half) of all 188 Participating Members at the time of the publication of this Voting Notice (without consideration of the constituencies) cast a vote either (y) by casting a vote in favor or against the resolution or (z) by abstaining from voting, using the "Voting Ballot Sheet," and at the same time (ii) no Participating Member cast a vote against the resolution.
- IV. If no simple majority of all Participating Members is achieved, the resolution will be deemed rejected.
- V. If simple majority of all Participating Members is achieved, but at least one Participating Member has cast a vote against the resolution, a re-counting of the votes at a constituency level will be conducted by the RTRS Secretariat.
- VI. If such re-counting of the votes reveals a simple majority (more than half of the valid votes cast) in favor of the resolution within each of the constituencies having cast a vote, the resolution will be deemed passed.
- VII. If such re-counting of the votes reveals a simple majority (more than half of the valid votes cast) in favor of the resolution within any of the constituencies having cast a vote not being achieved, the resolution will be deemed rejected.
- VIII. In order to calculate whether the simple majority has been achieved under VI and VII above, abstentions will be disregarded.

C. Elections of Executive Board members nominated to fill in vacant seats for the period 2022-2024.

1. Introduction

For the period 2022-2024, there are (i) **four (4)** vacant seats in the **Civil Society Organizations** constituency; and (ii) **two (2)** vacant seats in the **Industry, Trade and Finance** constituency.

Please be informed that

- for the **Civil Society Organizations** constituency **two (2)** nominations were received; and
- for the **Industry, Trade and Finance** constituency **two (2)** nominations were received.

2. Documents

Please find attached as **Annex C** the list of Executive Board candidates validly nominated to fill in vacant seats within each of the constituencies.

3. Voting Procedure

Please see Section E below

D. Approval by the members of the Civil Society Organizations constituency of Thiago Masson as Designated Executive Board Member, and 1. Melissa Brito, and 2. Leandro Baumgarten, as Alternate Executive Board Members representing The Nature Conservancy (TNC), with effect until the expiration of their term of office in the General Assembly 2023 or alternatively on the completion of the Member's Resolution possibly replacing the General Assembly to be carried out in 2023.

1. Introduction

As a result of an internal reorganization, The Nature Conservancy (TNC) would like to change the Designated Executive Board Member and Alternate Executive Board Members elected by Written Resolution dated June 13, 2021. In view of such internal reorganization, TNC requests the members of the Civil Society Organizations constituency to approve Thiago Masson as Designated Executive Board Member, and 1. Melissa Brito, and 2. Leandro Baumgarten, as Alternate Executive Board Members, with effect until the expiration of the term of TNC's office which shall occur in the General Assembly 2023 or alternatively on the completion of the Member's Resolution possibly replacing the General Assembly to be carried out in 2023, in compliance with Article 27(9) of RTRS Statutes.

2. Voting Procedure

Please see Section E of this Voting Notice.

E. Ad-hoc written based voting procedure for the election of Executive Board Members (in accordance with the requirements set forth in Article 27(9) et seq. of RTRS Statutes).

- I. The election of the Executive Board members will be conducted by constituency.
- II. Participating Members must cast their votes using the "Voting Ballot Sheet."





You may complete the Voting Ballot Sheet using DocuSign without the need of downloading any application or software simply by clicking on the button "Review Document" of the email you received with the subject "Please DocuSign: Voting Ballot Sheet.pdf." Alternatively, you may print, complete, and sign the Voting Ballot Sheet attached hereto and deliver it to the RTRS Secretariat either by postal delivery or by e-mail to info@responsiblesoy.org (cc ingrid.korn@responsiblesoy.org).

- III. Participating Members will have 30 calendar days to exercise their voting rights starting upon the date of this Voting Notice and ending on July 1st, 2022 (the "Voting Period"). Any Voting Ballot Sheet which is submitted after the Voting Period will be disregarded.
- IV. The election of each Executive Board member will require (i) that the simple majority (more than half) of the Participating Members of the relevant constituency at the time of the publication of this Voting Notice cast a vote either (y) by casting a vote in favor or against the election or (z) by abstaining from voting, using the "Voting Ballot Sheet," and (ii) the approval by simple majority (more than half of the valid votes cast) within the respective constituency. In order to calculate whether the simple majority has been achieved under (ii) above, abstentions will be disregarded.
- V. In the case of the Civil Society Organizations constituency where less nominations than vacant seats were received, or if the satisfaction of the requirements described in IV(i) and IV(ii) above cannot be achieved for the election of a number of Executive Board members equivalent to the number of vacant seats within any of the constituencies, the seats not filled shall remain vacant and the members of the Executive Board representing such constituency may nominate an interim member to fill the vacant positions until the next General Assembly Meeting as provided for in Article 20(9) of RTRS Statutes.
- VI. In the event the requirements described in IV(i) and IV(ii) are not satisfied within the Civil Society Organizations constituency in connection with the designation of the new Designated Executive Board Member and the Alternate Executive Board Members for The Nature Conservancy (TNC) as requested in Section D, then the individuals elected in accordance with the Written Resolution dated June 13, 2021, will remain in office unless The Nature Conservancy (TNC) decides to resign to its seat to the RTRS Executive Board.

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