

ROUND TABLE ON RESPONSIBLE SOY ASSOCIATION (RTRS)

Minutes of Executive Board Meeting held on

Friday, 6 May 2016, 3:00 p.m. CEST (10:00 a.m. Buenos Aires time), via telephone conference (in accordance with article 17 section 3 RTRS Statutes and article 20 section [2] RTRS By-laws [Version 3.7])

A. Introduction

1. The meeting of the Executive Board of Directors of Round Table on Responsible Soy Association (RTRS), starts at **3:00 p.m. CEST (10:00 a.m. Buenos Aires time)**.

Participants:

RTRS Executive Board Members:

- Olaf Brugman, Rabobank (constituency: Industry, Trade and Finance), President (OB): olaf.brugman@responsiblesoy.org
- Oswaldo de Carvalho Junior, Earth Innovation Institute (constituency: Civil Society Organization): ocarvalho@earthinnovation.org
- Gisela Regina Introvini, FABCEN (constituency: Producers): giselaintrovini@hotmail.com
- Gerrit van der Bijl, Treasurer, Solidaridad (constituency: Civil Society Organization): Gert.vanderBijl@solidaridad.nl
- Christophe Callu Mérite, Feed Alliance (constituency : Industry, Trade and Finance): christophe.callumerite@feed-alliance.fr
- Alejandro Jose O'Donnell, Aapresid (constituency: Producers): alejandro@fronterasrl.com.ar; alejandro.odonnell@intercity.net.ar
- David Pendlington, Unilever (constituency: Industry, Trade and Finance): david.pendlington@effem.com
- Belinda Katharine Hallam, RSG (constituency: Industry, Trade and Finance): belinda.howell@rpog.org
- Jean-François Timmers, WWF (constituency: Civil Society Organizations): jeantimmers@wwf.org.br

Guests:

- Marcelo Visconti, RTRS Executive Director (MV): marcelo.visconti@responsiblesoy.org
- Terence Spencer Baines, Unilever (constituency: Industry, Trade and Finance): terence.baines@unilever.com
- Federico Otero, legal advisor Argentina (FO): federico.otero@trsym.com

- Marc R. Büttler, legal advisor Switzerland: buettler@hol-law.ch; acting as Secretary
2. Olaf Brugman, President of RTRS Executive Board, welcomes the participants of the Executive Board Meeting and introduces Federico Otero, legal advisor of RTRS Argentina, and Marc R. Büttler, legal advisor Switzerland, acting as Secretary.

B. Quorum and Proposals

3. Prior to the voting the Secretary ascertains the quorum in presence pursuant to article 17 section 1 RTRS Statutes and article 19 section 1 RTRS By-laws. As 9 (nine) members of the RTRS Executive Board are participating the RTRS Executive Board constitutes quorum requirement in order to validly take resolutions on the following items on the agenda being presented by Federico Otero on behalf of Olaf Brugman, President of RTRS Executive Board:

1. Ratification of Resolution passed by Circular Decision dated 14 January 2016 as per proposal 1 sent out to RTRS Executive Board Members on 10 January 2016:

“Marcelo Visconti, RTRS Executive Director, shall be mandated to perform legal acts regarding Argentinean authorities and those governed by civil law on behalf of RTRS in Argentina as described in the attached Certificate. Federico Otero, legal advisor of RTRS, shall be mandated to request and file legal documents on behalf of RTRS.”

2. Ratification of Resolution passed by Circular Decision dated 14 January 2016 as per proposal 2 sent out to the RTRS Executive Board Members on 10 January 2016:

“The treasurer of RTRS shall be mandated to mandate Marcelo Visconti, RTRS Executive Director, to perform acts on the RTRS UBS bank accounts in Switzerland.”

3. Declaration of vacancy within the RTRS Executive Board pursuant to article 14 section 2 RTRS Statutes (Agrex) whereas the designation of an interim substitute shall be deferred to the next General Assembly in view of its proximity:

“Due to failure of Agrex to participate at past RTRS Executive Board meetings the Executive Board declares its seat on the RTRS Executive Board vacant in the sense of article 14 section 2 RTRS Statutes. The designation of an interim substitute shall be deferred to the next General Assembly dated 2 June 2016.”

C. RTRS Executive Board Resolutions

4. Ratification of Resolution passed by Circular Decision dated 14 January 2016 as per proposal 1 sent out to RTRS Executive Board Members on 10 January 2016:

The RTRS Executive Board Meeting resolves the following:

“Marcelo Visconti, RTRS Executive Director, shall be mandated to perform legal acts regarding Argentinean authorities and those governed by civil law on behalf of RTRS in Argentina as described in the attached Certificate. Federico Otero, legal advisor of RTRS, shall be mandated to request and file legal documents on behalf of RTRS.”

5. Ratification of Resolution passed by Circular Decision dated 14 January 2016 as per proposal 2 sent out to the RTRS Executive Board Members on 10 January 2016:

The RTRS Executive Board Meeting resolves the following:

“The treasurer of RTRS shall be mandated to mandate Marcelo Visconti, RTRS Executive Director, to perform acts on the RTRS UBS bank accounts in Switzerland.”

6. Declaration of vacancy within the RTRS Executive Board pursuant to article 14 section 2 RTRS Statutes (Agrex) whereas the designation of an interim substitute shall be deferred to the next General Assembly in view of its proximity:

The RTRS Executive Board Meeting resolves the following:

“Due to failure of Agrex to participate at past RTRS Executive Board meetings the Executive Board declares its seat on the RTRS Executive Board vacant in the sense of article 14 section 2 RTRS Statutes. The designation of an interim substitute shall be deferred to the next General Assembly dated 2 June 2016.”

Olaf Brugman, President of RTRS Executive Board, closes the meeting at 3:35 p.m. CEST (10:35 a.m. Buenos Aires time).

Zurich, 6 May 2016



Olaf Brugman
President of RTRS Executive Board



Marc R. Büttler
Secretary of RTRS Executive Board