



Minutes No. 169 of the Executive Board Meeting held on

Thursday, April 2, 2020, 15:30 to 16:15, CEST time (in accordance with article 21, section [1] of the RTRS Statutes).

Agenda:

1. Approval of the suspension of the RTRS Annual Conference (RT15).
2. Approval of the suspension of the RTRS 14th General Assembly Meeting (GA14).
3. Approval of the submission of the RTRS Standard for Responsible Corn Production and ancillary technical documents for the consideration of the Participating Members by means of a written resolution in accordance with the voting procedure set forth in Article 18 of RTRS Statutes.
4. Approval of the elections of Executive Board members nominated to fill in vacant seats for the period 2020-2022 by means of a written resolution of the Members through an ad-hoc written based procedure.
5. Any other business.
6. Closing.

A. Introduction

The meeting of the Executive Board of Round Table on Responsible Soy Association (RTRS) starts on Thursday, April 2, 2020 at 15:30 CEST time.

Participants: RTRS Executive Board members:

- Marina Born, Caldenes S.A. (constituency: Producers):
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- Juliana de Lavor Lopes, Amaggi (constituency: Producers):
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- Gisela Regina Introvini, FAPCEN (constituency: Producers):
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- Ana Carolyne Ribeiro Queiroz, FAPCEN (constituency: Producers):
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- Maria Cristina Delicato, Associação Amigos da Terra – CAT Sorriso (constituency: Producers):
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- Ulises Javier Martinez Ortiz, Fundación Vida Silvestre (constituency: Civil Society Organizations):
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- Oswaldo de Carvalho Junior, Earth Innovation Institute (constituency: Civil Society Organizations):
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ROUND TABLE ON RESPONSIBLE SOY ASSOCIATION (RTRS)

UTOQUAI 29/31 | 8008 ZURICH, SWITZERLAND

- Jorn Jasper Schouten, ACT Commodities (constituency: Industry, Trade and Finance): JSchouten@actcommodities.com
- Stefan Heinke, Bayer AG, (constituency: Industry, Trade and Finance): stefan.heinke@bayer.com
- Lieven Callewaert, Alliance 4 Soy (constituency: Industry, Trade and Finance): lieven.callewaert@soy4brands.org
- Jochem Bouwmeester, Coöperatieve Rabobank U.A. (constituency: Industry, Trade and Finance): jochem.bouwmeester@rabobank.com

RTRS Secretariat based in Zurich:

- Ingrid Korn, RTRS Administration Officer: ingrid.korn@responsiblesoy.org

RTRS Secretariat based in Buenos Aires:

- Marcelo Visconti, RTRS Executive Director: marcelo.visconti@responsiblesoy.org
- Laura Villegas, Communications Officer: laura.villegas@responsiblesoy.org
- Daniel Kazimierski, Technical Unit Officer: daniel.kazimierski@responsiblesoy.org

Special guests invited:

- Mabel Fernández, RTRS Financial External Consultant: mabelau.fernandez@gmail.com

Lieven Callewaert, Vice-President of the RTRS Executive Board, chairs the meeting and welcomes the participants to the Executive Board meeting. The agenda is presented, and participants are asked whether any additional topics should be included. No other topics are included. The meeting begins.

B. Quorum and proposals

Lieven Callewaert ascertains that the quorum required to validly pass resolutions has been reached. The Executive Board considers the following items on the agenda:

1. Approval of the suspension of the RTRS Annual Conference (RT15).

Taking into consideration the COVID-19 pandemic outbreak situation, the RTRS Executive Board members suggest suspending the RTRS Annual Conference (RT15) scheduled for June 24 and 25, 2020, in Frankfurt, Germany.

In the absence of any objections, Lieven Callewaert confirms that the Executive Board approves the resolution.

The RTRS Executive Board resolves the following:

“The suspension of the RTRS Annual Conference (RT15) is approved (by consensus).”



As a consequence of the above, the Executive Board members agree on organizing and holding several webinars to be carried out during 2020 in order for RTRS to keep a continuous and valuable contact with all interested stakeholders, striving towards a two-way feedback process.

Furthermore, should the COVID-19 pandemic cease, Jorn Jasper Schouten proposes to hold face-to-face engagement activities with RTRS stakeholders. In this context, the Executive Board members are informed that it would also be an opportunity to resume the Task Forces Europe.

Since no further comments or questions are posed on the subject, the Executive Board members decide to move to the next item in the agenda.

2. Approval of the suspension of the RTRS 14th General Assembly (GA14).

Taking into consideration what was approved under Item 1 of the agenda for this meeting, and for the same reason, the Executive Board members also suggest suspending the RTRS 14th General Assembly Meeting (GA14) scheduled for June 25, 2020, in Frankfurt, Germany.

In the absence of any objections, Lieven Callewaert confirms that the Executive Board approves the resolution.

The RTRS Executive Board resolves the following:

“The suspension of the RTRS 14th General Assembly Meeting (GA14) is approved (by consensus).”

Consequently, the RTRS Executive Board members agree on postponing the submission of all the resolutions that were going to be approved and discussed during the GA14 until the next General Assembly Meeting to be held in 2021, with the only exceptions being (i) the approval of the RTRS Standard for Responsible Corn Production and ancillary technical documents, and (ii) the elections of Executive Board members.

Since no further comments or questions are posed on the subject, the Executive Board members decide to move to the next item in the agenda.

3. Approval of the submission of the RTRS Standard for Responsible Corn Production and ancillary technical documents for the consideration of the Participating Members by means of a written resolution in accordance with the voting procedure set forth in Article 18 of RTRS Statutes.

The Executive Board members are informed about the recent Ordinance on Measures to Combat the Coronavirus dated March 13, 2020 (Status as of 21 March 2020) issued by the Swiss Federal Council (the “Ordinance”), which enables organizers of Swiss companies’ meetings to take measures aimed at ensuring that the participants can exercise their rights while complying with the Swiss Federal Health Authorities’ requirements regarding hygiene and social distance. In this sense, the Ordinance sets



forth that organizers of a Swiss company's meeting may, regardless of the probable number of participants and without complying with the period of notice for convening meetings, order the participants to exercise their rights in writing or online.

The Ordinance, as well as other regulations issued by Swiss Authorities and Authorities from other countries, will probably be extended and intensified during the upcoming months in order to prevent individuals and legal entities from suffering greater damages.

In this context, the Executive Board members propose to submit the RTRS Standard for Responsible Corn Production and ancillary technical documents for the approval of the Participating Members by means of a written resolution, using the decision-making procedure set forth in Article 18 of RTRS Statutes.

In the absence of any objections, Lieven Callewaert confirms that the Executive Board approves the resolution.

The RTRS Executive Board resolves the following:

“To submit the RTRS Standard for Responsible Corn Production and ancillary technical documents for the consideration of the Participating Members by means of a written resolution in accordance with the voting procedure set forth in Article 18 of RTRS Statutes (by consensus).”

4. Approval of the elections of Executive Board members nominated to fill in vacant seats for the period 2020-2022 by means of a written resolution of the Members through an ad-hoc written based procedure.

Firstly, it is explained that the mechanism set forth in Article 18 of RTRS Statutes was only designed for the approval of resolutions where all Participating Members of the three constituencies are called to cast their vote, thus cannot be applied to the elections of Executive Board members who are appointed by constituencies.

However, as a consequence of the issue of the Ordinance, elections of Executive Board members may be carried out by means of a written resolution by the Participating Members, replicating the same decision-making procedure established for the elections of Executive Board members in the context of a General Assembly Meeting (Article 27(9) et seq. of RTRS Statutes), but adapted to an ad-hoc written based procedure, which is described below:

- 1) The election of each nominated Executive Board member will require (i) that at least the simple majority (more than half) of the Participating Members of the relevant constituency cast a vote in writing either in favor or against the appointment and (ii) the approval by simple majority (more than half of the valid votes cast in writing) within the respective constituency.
- 2) If more Executive Board nominations than vacant seats are received, each Participating Member shall be entitled to vote in favor or against each of the candidates of its constituency. If the requirements described in 1)(i) and 1)(ii) above are satisfied in connection with more candidates than vacant seats, the



candidate(s) with the highest percentage of favorable votes shall be elected. In case of tied votes, the election shall be determined by drawing of lots.

- 3) If insufficient nominations were received prior to the expiration of the applicable deadline or if the satisfaction of the requirements described in 1)(i) and 1)(ii) above cannot be achieved for the election of a number of Executive Board members equivalent to the number of vacant seats within a certain constituency, the seats not filled shall remain vacant and the members of the Executive Board representing such constituency may nominate an interim member to fill in the vacant position as provided for in Article 20(9) of RTRS Statutes, until the next General Assembly Meeting.

In the absence of any objections, Lieven Callewaert confirms that the Executive Board approves the resolution.

The RTRS Executive Board resolves the following:

“The elections of Executive Board members nominated to fill in vacant seats for the period 2020-2022 shall be carried out by means of a written resolution of the Members through an ad-hoc written based procedure, in accordance with the quorum and majority requirement set forth in Article 27(9) et seq. of RTRS Statutes (by consensus).”

5. Any other business.

The Executive Board members request the Secretariat to work on the schedule for the remaining Executive Board meetings to be held from May to December 2020.

6. Closing.

The meeting is closed on Thursday, April 2, 2020 at 16:15 CEST time.

Lieven Callewaert
RTRS Vice-President

Marcelo Visconti
Executive Director of RTRS