ROUND TABLE ON RESPONSIBLE SOY ASSOCIATION

Executive Board Resolution

Circular Decision No. 2
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ROUND TABLE ON RESPONSIBLE SOY ASSOCIATION (RTRS)

Circular Decision No. 2 Passed by Unanimous Written Consent

The undersigned, in my capacity as Vice-President of the Executive Board of Round Table on Responsible Soy Association (RTRS) (the “Executive Board”), hereby certify that in accordance with Article 17 §3 of RTRS Statutes, the Executive Board has passed the following resolutions by Circular Decision with the unanimous written consent of all the Executive Board members:

1. Approval of the Argentine RTRS map.
2. Approval of the transformation navigation hub.
3. Approval of the appointment of Leslie Leinders as Executive Board member representing Unilever in the Industry, Trade and Finance constituency until the next General Assembly to fill the vacant position resulting from Terence Baines resignation.

- Resolutions’ Proposal Distribution Date: September 23, 2016.
- Consent to resolutions:

<table>
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<tr>
<th>CONSTITUENCIES</th>
<th>MEMBERS</th>
<th>CONSENT DATE</th>
</tr>
</thead>
<tbody>
<tr>
<td>Producers</td>
<td>Alejandro José O’Donnell</td>
<td>October 27, 2016</td>
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<td></td>
<td>Gisela Introvini</td>
<td>October 26, 2016</td>
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<td></td>
<td>Juliana de Lavor Lopes</td>
<td>October 14, 2016</td>
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<tr>
<td>Industry, Trade And Finance</td>
<td>Cristophe Callu Mérite</td>
<td>September 26, 2016</td>
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<td></td>
<td>Olaf Brugman</td>
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<td>Debora Telles</td>
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<td></td>
<td>Belinda Katharine Hallam</td>
<td>October 6, 2016</td>
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<td>Civil Society Organisation</td>
<td>Ulises Javier Martínez Ortiz</td>
<td>September 29, 2016</td>
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<td>Ashis Mondal</td>
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<td>Oswaldo Carvalho</td>
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<td>Jean François Timmers</td>
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</tr>
<tr>
<td></td>
<td>Alex Ehrenhaus</td>
<td>November 2, 2016</td>
</tr>
</tbody>
</table>

Belinda Katharine Hallam
Vice-President of RTRS Executive Board
EXHIBIT A – RESOLUTIONS PROPOSALS

Dear EB Members,

Please, find below an email from Marcelo Visconti, regarding "Circular Decision" Procedure.

Regards,

****

Dear all,

Please find below a list of resolutions which are hereby proposed to be passed by the Executive Board by means of a “Circular Decision.”

Attached to this email you will find:

1. Manual of Procedures for the approval of resolutions by the Executive Board by “Circular Decision.”

2. Draft of the Executive Board Circular Decision to be executed by the President in the event all of the members of the Executive Board consent to the passing of each of the resolutions proposed.

3. Materials necessary for your analysis of the proposed Resolutions:

   (i) EXECUTIVE BOARD MEETING MINUTES No. 130.

   (ii) MAPS-Technical report about the mapping process; MAPS-Guidance for High Conservation Value assessment and MAPS-Power Point Presentation prepared by Ulises Martinez.

   (iii) TRANSFORMATION NAVIGATION HUB.

For your convenience, proposed resolutions are included herein below. Should you desire to consent to the passing of these resolutions, please respond to this email.
PROPOSAL No. 1 - APPROVAL OF THE EXECUTIVE BOARD MEETING MINUTES No. 130.

The Executive Board meeting minutes No. 130 correspond to the Executive Board meeting held on August 31, 2016, 13:00 CEST (08:00 Buenos Aires time), via telephone conference (in accordance with article 20 section [2] RTRS By-laws [Version 3.7]). A draft of which is attached to this email.

PROPOSAL No. 2 – APPROVAL OF THE ARGENTINE RTRS MAP.

The Argentine RTRS Map was developed following Annex 4 of RTRS Standard V 2.0 and ISEAL procedures. A Technical Working Group (TWG) was established with a balanced composition among the three Constituencies. After four physical meetings, a public consultation and a national stakeholders meeting, all opinions were taken in consideration, and by consensus of its members, the TWG arrived to a proposal which is hereby submitted to the consideration of the Executive Board. The results of this process are: (i) a consolidated RTRS Map available online, (ii) a technical report about the mapping process, (iii) a guidance for High Conservation Value assessment and auditing in the frame of RTRS certification in Argentina and (iv) a Power Point Presentation prepared by Ulises Martinez. Please find the materials referred to in (ii) (iii) and (iv) attached to this email.

PROPOSAL No. 3 – APPROVAL OF THE TRANSFORMATION NAVIGATION HUB.

On January 26th, 2016, thirty one experts representing twenty six organizations committed to the “Responsible Soy Initiative” at the Malik Institute in St. Gallen, Switzerland, willing to find answers to the leading question: “What do we have to do, with our stakeholders or all together, to achieve 100% responsible soy products for food, feed and other applications into and inside Europe by 2020?”.

Building on Malik Soy Syntegration outcomes and to further structure the development of the desired dialogue, the attached document was prepared.

The aim of this document is to prepare the necessary steps to develop and establish a Sustainable Soy Transformation Navigation Hub in which RTRS proposes to be appointed as initiator.

PROPOSAL No. 4– APPROVAL OF THE APPOINTMENT OF LESLIE LEINDERS AS EXECUTIVE BOARD MEMBER REPRESENTING UNILEVER IN THE INDUSTRY, TRADE AND FINANCE CONSTITUENCY UNTIL THE NEXT GENERAL ASSEMBLY TO FILL THE VACANT POSITION RESULTING FROM TERENCE BAINES RESIGNATION.

Terence Baines left Unilever and, therefore, on July 13, 2016, he sent an email informing his resignation to his office as member of the Executive Board.

According to Article 14 §2 of RTRS Statutes, in view of the vacancy in the Industry, Trade and Finance constituency resulting from Terence Baines’ resignation, this constituency is entitled to appoint a new member to fill the vacant position until the next General Assembly.

In his resignation email Terence Baines nominated two candidates to replace him should the Industry, Trade and Finance constituency agree to appoint any of them to fill the vacant position.
Candidate Leslie Leinders has confirmed that he received all the required internal approvals at Unilever to replace Terence Baines as member of the Executive Board should the Industry, Trade and Finance constituency agree to appoint him to fill the vacant position.

Considering that, this resolution is proposed to be adopted by “Circular Decision,” the approval of all members of the Industry, Trade and Finance constituency and the acknowledgement of all members of the Civil Society Organization and Producers constituencies, in required for the resolution to be validly passed.

Kind regards,

Marcelo Visconti

Executive Director

p.s. Please send all the notification e-mails to Fernando Olivieri, fernando.olivieri@responsiblesoy.org, who will be the one responsible for administrating this process.

* * * * *
EXHIBIT B – OSWALDO DE CARVALHO JUNIOR CONSENT

From: Oswaldo Carvalho Jr <ocarvalho@earthinnovation.org>
Date: 2016-11-03 8:56 GMT-03:00
Subject: circular decision
To: Fernando Olivieri <fernando.olivieri@responsiblesoy.org>, Marcelo Visconti <marcelo.visconti@responsiblesoy.org>, Olaf <Olaf.brugman@rabobank.nl>

Dear Olaf, Marcelo and Fernando

This message is to inform my consent to the approval of the resolutions 2, 3 and 4.

I apologize for the delay in responding

Best regards

Oswaldo

Oswaldo Carvalho Jr
Research Associate
Earth Innovation Institute
www.earthinnovation.org
Dear Members

With full knowledge of the decisions of Circular 2, including all resolutions and proposals, approved for legal purposes.

Gisela Introvini

CEO FAPCEN
EXHIBIT D – CHRISTOPHE CALLU MÉRITE CONSENT

From: CALLU MERITE Christophe <christophe.callumerite@feed-alliance.fr>
Date: 2016-09-26 6:55 GMT-03:00
Subject: RE: Circular Decision No. 2
To: Fernando Olivieri <fernando.olivieri@responsiblesoy.org>
Cc: Marcelo Visconti <marcelo.visconti@responsiblesoy.org>, Laura Villegas <laura.villegas@responsiblesoy.org>, Olaf Brugman <olaf.brugman@responsiblesoy.org>, Belinda Howell <belinda.howell@rpog.org>, "juliana.lopes@amaggi.com.br"<juliana.lopes@amaggi.com.br>, Jean François Timmers <jeantimmers@wwf.org.br>, Oswaldo Carvalho <ocarvalho@earthinnovation.org>, Ulises Martinez <ulises.martinez@vidasilvestre.org.ar>, MELIA Alexandre <alexandre.melia@feed-alliance.fr>, Debora Telles <DTelles@nidera.com.ar>, gisela introvini <giselaintrovini@hotmail.com>, Ashis Mondal <ashis@asabhopal.org>, Alejandro ODonnell <alejandro@fronterasrl.com.ar>

Dear Fernando (and Dear All),

Please find hereunder my response to this week-end email regarding circular decisions procedures.

I, Christophe Callu Mérite, RTRS Executive Board Member, herein consent to the passing of each of the resolutions proposed by Laura & Marcelo by below email dated 2016 Saturday September 24.

And indeed, like Olaf said within his response, many thanks to Secretariat for arranging such convenient methodology to take / validate decisions, very easy process.

Best regards,

CCM
EXHIBIT E – ALEJANDRO JOSE O’DONNELL CONSENT

From: Alejandro O’Donnell <alejandro@fronterasrl.com.ar>
Date: 27 October 2016 at 08:55
Subject: RE: (Reminder) Circular Decision No. 2
To: Laura Villegas <laura.villegas@responsiblesoy.org>, Marcelo Visconti <marcelo.visconti@responsiblesoy.org>

I give my full consent to the Circular Decision No. 2 including all the resolutions proposed.

Regards

AAPRESID
Ing. Agr. Alejandro O’Donnell
Dorrego 1639 – Piso 2, Oficina A
(2000) Rosario – Santa Fe – Argentina
Tel. Móvil: +5493584012115

alejandro@fronterasrl.com.ar
Skype: alejandro_odonnell
www.aapresid.org.ar
EXHIBIT F – BELINDA KATHARINE HALLAM CONSENT

From: Belinda Howell <belinda.howell@rpog.org>
Date: 2016-10-06 9:01 GMT
Subject: Re: Circular Decision No. 2
To: Fernando Olivieri <fernando.olivieri@responsiblesoy.org>
Cc: Olaf Brugman <olaf.brugman@responsiblesoy.org>, Juliana de Lavor Lopes <juliana.lopes@amaggi.com.br>, Jean Francois Timmers <jeantimmers@wwf.org.br>, Oswaldo Carvalho Jr <ocarvalho@earthinnovation.org>, "ulises.martinez@vidasilvestre.org.ar" <ulises.martinez@vidasilvestre.org.ar>, Alex Ehrenhaus <alexe@solidaridadnetwork.org>, Débora Telles <DTelles@nidera.com.ar>, Christophe Callu Mérte <christophe.callumerite@feed-alliance.fr>, Gisela Introvini <giselaintrovini@hotmail.com>, Ashis Mondal <ashis@asabhopal.org>, Alejandro ODonnell <alejandro@fronterasrl.com.ar>, Marcelo Visconti <marcelo.visconti@responsiblesoy.org>, Laura Villegas <laura.villegas@responsiblesoy.org>

Dear RTRS Secretariat, Fernando

I confirm my full consent to all of the resolutions proposed:

- **PROPOSAL No. 1 – APPROVAL OF THE EXECUTIVE BOARD MEETING MINUTES No. 130.**

  In addition, I would request the inclusion on page 10 after the second paragraph, a record that at that point in the meeting the three submitted candidates for the Civil Society were accepted, as follows:

  RTRS Executive Board resolves the following:
The representatives from Solidaridad, WWF and the Berne Declaration (Public Eye) are confirmed by consensus by the Executive Board

- **PROPOSAL No. 2 – APPROVAL OF THE ARGENTINE RTRS MAP.**
- **PROPOSAL No. 3 – APPROVAL OF THE TRANSFORMATION NAVIGATION HUB.**
- **PROPOSAL No. 4 – APPROVAL OF THE APPOINTMENT OF LESLIE LEINDERS AS EXECUTIVE BOARD MEMBER REPRESENTING UNILEVER IN THE INDUSTRY, TRADE AND FINANCE CONSTITUENCY UNTIL THE NEXT GENERAL ASSEMBLY TO FILL THE VACANT POSITION RESULTING FROM TERENCE BAINES RESIGNATION.**

  kind regards,
Belinda Howell
EXHIBIT G – JEAN-FRANÇOIS TIMMERS CONSENT

From: Jean François Timmers <jeantimmers@wwf.org.br>
Date: 2016-11-09 2:36 GMT-03:00
Subject: RES: Reminder about Circular Decision No. 2
To: Laura Villegas <laura.villegas@responsiblesoy.org>, Oswaldo Carvalho Jr <ocarvalho@earthinnovation.org>, Alex Ehrenhaus <alexe@solidaridadnetwork.org>, Gisela Introvini <giselaintrovini@hotmail.com>, Alejandro ODonnell <alejandro@fronterasrl.com.ar>
Cc: Olaf Brugman <olaf.brugman@responsiblesoy.org>, Belinda Howell <belinda.howell@rpog.org>, Juliana de Lavor Lopes <juliana.lopes@amaggi.com.br>, Marcelo Visconti <marcelo.visconti@responsiblesoy.org>, Fernando Olivieri <fernando.olivieri@responsiblesoy.org>

Dear all,

I am, on behalf of WWF, giving my consent to all the resolutions proposed by the Circular Decision No. 2.

Deeply sorry for the delay.

Warm regards,

Jean-François Timmers

WWF Global Soy Lead

WWF Interim Food Practice Lead.
EXHIBIT H – ASHIS MONDAL CONSENT

From: Ashis Mondal <ashis@asabhopal.org>
Date: 2016-09-27 4:35 GMT-03:00
Subject: Re: Circular Decision No. 2
To: Marcelo Visconti <marcelo.visconti@responsiblesoy.org>
Cc: Debora Telles <DTelles@nidera.com.ar>, Fernando Olivieri <fernando.olivieri@responsiblesoy.org>, Olaf Brugman <olaf.brugman@responsiblesoy.org>, Alejandro ODonnell <alejandro@fronterasrl.com.ar>, Alex Ehrenhaus <alexe@solidaridadnetwork.org>, Belinda Howell <belinda.howell@rpog.org>, Christophe Callumerite <christophe.callumerite@feed-alliance.fr>, gisela introvini <giselaintrovini@hotmail.com>, Jean Francois Timmers <jeantimmers@wwf.org.br>, Juliana de Lavor Lopes <juliana.lopes@amaggi.com.br>, Laura Villegas <laura.villegas@responsiblesoy.org>, Oswaldo Carvalho <ocarvalho@earthinnovation.org>, Ulises Martinez <ulises.martinez@vidasilvestre.org.ar>

Dear All,

I concur to the proposed resolutions.

Regards

Ashis

Ashis Mondal
Director and Managing Trustee
Action for Social Advancement (ASA)
E-5/A Girish Kunj, Above State Bank of India
Arera Colony, Bhopal, M.P, India
Pin Code-462016
Tel : 0091-755-2427369, 4057926
Fax : 0091-755-4057925
www.asaindia.org
EXHIBIT I – ULISES JAVIER MARTINEZ ORTIZ CONSENT

From: ulises martinez <soyeluli@hotmail.com>
Date: 2016-09-29 13:36 GMT-03:00
Subject: Re: Circular Decision No. 2
To: "fernando.olivieri@responsiblesoy.org" <fernando.olivieri@responsiblesoy.org>, Marcelo Visconti <marcelo.visconti@responsiblesoy.org>

Hola, tuve problemas con la nueva actualización de outlook, no estoy seguro si les llegó mi mail anterior.

Confirmo mi consentimiento a favor de todas las resoluciones propuestas en la Decisión Circular nro 2

Saludos,

Ulises Martinez Ortiz
Fundación Vida Silvestre Argentina
From: Debora Telles <DTelles@nidera.com.ar>
Date: 2016-09-26 11:03 GMT-03:00
Subject: Re: Circular Decision No. 2
To: Fernando Olivieri <fernando.olivieri@responsiblesoy.org>
Cc: Olaf Brugman <olaf.brugman@responsiblesoy.org>, Alejandro ODonnell <alejandro@fronterasrl.com.ar>, Alex Ehrenhaus <alexe@solidaridadnetwork.org>, Ashis Mondal <ashis@asabhopal.org>, Belinda Howell <belinda.howell@rpog.org>, Christophe Callumerite <christophe.callumerite@feed-alliance.fr>, gisela introvini <giselaintrovini@hotmail.com>, Jean Francois Timmers <jeantimmers@wwf.org.br>, Juliana de Lavor Lopes <juliana.lopes@amaggi.com.br>, Laura Villegas <laura.villegas@responsiblesoy.org>, Marcelo Visconti <marcelo.visconti@responsiblesoy.org>, Oswaldo Carvalho <ocarvalho@earthinnovation.org>, Ulises Martinez <ulises.martinez@vidasilvestre.org.ar>

Dear all,

I give my full consent to the Circular Decision No. 2 including all the resolutions proposed. Nonetheless, since I was replaced by one of Nidera’s alternate members (Ezequiel Paul) pls be so kind of informing if with my consent is enough or if we also need Ezequiel’s one.

Thanks in advance

Regards

Débora Telles
+54 (11) 4346-8166
coordinadora de sustentabilidad
Nidera Argentina S.A.
www.nidera.com.ar
EXHIBIT K – JULIANA DE LAVOR LOPES CONSENT

From: Juliana Lopes <juliana.lopes@amaggi.com.br>
Date: 14 October 2016 at 18:08
Subject: RES: (Reminder) Circular Decision No. 2
To: Laura Villegas <laura.villegas@responsiblesoy.org>, Jean Francois Timmers <jeantimmers@wwf.org.br>, Alejandro ODonnell <alejandro@fronterasrl.com.ar>

Dear all,

I confirm my full consent to all of the resolutions proposed.

Only one thing: my e-mail in the minutes is wrong. It is juliana.lopes@amaggi.com.br.

Best Regards,

AMAGGI
Juliana de Lavor Lopes
Diretora de Sustentabilidade / Sustainability Director
(65) 3645-5000 Ramal 5355
www.amaggi.com.br
Estimado Marcelo.

Recibí un correo recordatorio por los asuntos vinculados a la votación en el EB, respecto al circular Decision N°2.

Cuando recibí el correo original, respondí a Fernando Olivieri como se indicaba.

Sin embargo, hemos tenido varios inconvenientes recientemente con las cuentas de correo dado que la organización entera ha estado transitando una migración de proveedor y las cuentas han debido ser sincronizadas.

Reitero entonces la perspectiva de Solidaridad respecto a los puntos en cuestión:


Finalmente, otro punto en cuestión es si habría posibilidad de designar a Gert como sustituto dado que entre los varios mensajes de ida y vuelta al respecto no me quedó claro si debíamos esperar a la próxima RT o si ya podía ser designado.

Muchas gracias.

Alex Ehrenhaus.
Dear executive board members, Marcelo, Laura,

This is to let you know that I agree with all proposals laid out in the email below. My sincere thanks to Marcelo and Laura, for the clear way in which the proposals are formulated and the circular decision is organized.

Warm regards,

Olaf.