ROUND TABLE ON RESPONSIBLE SOY ASSOCIATION

Executive Board Resolution

Circular Decision No. 4
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ROUND TABLE ON RESPONSIBLE SOY ASSOCIATION (RTRS)

Circular Decision No. 4 Passed by Unanimous Written Consent

The undersigned, in my capacity as President of the Executive Board of Round Table on Responsible Soy Association (RTRS) (the "Executive Board"), hereby certify that in accordance with Article 21(2) 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 agenda for the trip to Brazil, scheduled from 17 to 23 February 2019, which includes (i) Executive Board meeting; and (ii) Field Trip;
2. Approval of (i) the budget for the field trip and (ii) the motion to charge the cost of the field trip to invited participants; and
3. Approval of the motion to instruct the RTRS Secretariat to draft a waiver to release RTRS from any liability arisen out of accidents, health problems and/or other problems that may occur during the field trip and/or the Executive Board meeting to be held in Brazil, to be signed by all invited participants and Executive Board members attending those events.

- Resolution Proposal Distribution Date: November 15, 2018.
- Consent to resolution:

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<thead>
<tr>
<th>CONSTITUENCIES</th>
<th>MEMBERS</th>
<th>CONSENT DATE</th>
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<tr>
<td>PRODUCERS</td>
<td>Alejandro José O'Donnell</td>
<td>November 20, 2018</td>
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<tr>
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<td>Gisela Regina Introvini</td>
<td>November 16, 2018</td>
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<td>Juliana de Lavor Lopes</td>
<td>November 21, 2018</td>
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<td>Marina Born</td>
<td>November 19, 2018</td>
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<td>INSUSTRY, TRADE AND FINANCE</td>
<td>Christophe Callu Mérice</td>
<td>November 19, 2018</td>
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<td>Jochem Bouwmeester</td>
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<td>Lieven Callewaert</td>
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<td>CIVIL SOCIETY ORGANIZATIONS</td>
<td>Ulises Javier Martinez Ortiz</td>
<td>November 17, 2018</td>
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<td>Hernán Zumino</td>
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<td>Pramal Kumar Gupta</td>
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<td>Oswaldo de Carvalho Junior</td>
<td>November 16, 2018</td>
</tr>
</tbody>
</table>

Marina Born
President of RTRS Executive Board

ZURICH, SWITZERLAND
6/12/2018
EXHIBIT A – RESOLUTION PROPOSAL

From: Marcelo Visconti marcelo.visconti@responsiblesoy.org
Sent on: November 15, 2018
To: Marina Engels <marina.engels@responsiblesoy.org>; Belinda Howell <belinda.howell@rppg.org>; Juliana Lopes <juliana.lopes@amaggi.com.br>; Ulises Martinez <ulises.martinez@vidasilvestre.org.ar>; Alejandro ODonnell <alejandro@fronterasrl.com.ar>; Gisela Introvini <giselaintrovini@hotmail.com>; Pramel Kumar Gupta <pramel@vrutti.org>; Oswaldo Carvalho Jr <ocarvalho@earthinnovation.org>; Darci Getulio Ferrerini Junior <ferrerinjr@hotmail.com>; Christophe Callumerite <christophe.callumerite@feed-alliance.fr>; Jochem Bouwmeester <jochem.bouwmeester@rabobank.com>; Jorn Schouten <JSchouten@actcommodities.com>; Lieven Callewaert <lieven.callewaert@soy4brands.org>; Hernan Zunino <hernan.zunino@tnc.org>
Cc: laura.villegas@responsiblesoy.org

Ref: Circular Decision No. 4

Dear EB Members,

As anticipated, please find below the resolutions which are hereby proposed to be passed by the Executive Board members by means of a “Circular Decision.”

Attached to this email you will find:

- Manual for the approval of resolutions by the Executive Board by “Circular Decision;”

- Draft of the Circular Decision to be executed by the President in the event the Executive Board members consent to the passing of the proposed resolutions; and

- Materials necessary for your analysis of the proposed resolutions: (i) agenda for the trip to Brazil, scheduled from 17 to 23 February 2019, which includes an Executive Board meeting and a Field Trip; and (ii) budget for the field trip to Brazil, scheduled from 17 to 21 February 2019.

For your convenience, the proposed resolutions are included herein below.

PROPOSAL NO. 1 – APPROVAL OF THE AGENDA FOR THE TRIP TO BRAZIL, SCHEDULED FROM 17 TO 23 FEBRUARY 2019, WHICH INCLUDES (I) EXECUTIVE BOARD MEETING; AND (II) FIELD TRIP.

In view of the field trip and the Executive Board meeting to be held between February 17 and 23, 2019, in Brazil, the agenda for such events must be approved by the Executive Board members for a matter of logistical planning, and to be, then, informed to the invited participants in advance.
PROPOSAL NO. 2 – APPROVAL OF (I) THE BUDGET FOR THE FIELD TRIP AND (II) THE MOTION TO CHARGE THE COST OF THE FIELD TRIP TO INVITED PARTICIPANTS.

(I) The estimated costs of the field trip are detailed in the attached material (budget for the field trip to Brazil, scheduled from 17 to 21 February 2019), according to the calculations made by the RTRS Secretariat. Such budget must be approved by the Executive Board members, to be, then, informed to the invited participants in advance for financial planning reasons, notwithstanding the fact that the estimated costs may vary over time.

(II) It is proposed that each one of the invited participants bears the costs of the field trip at their own expense.

Specifically, each invited participant shall bear the costs related to travel expenses, including international flights and internal transports; hotel expenses; and other expenses related to the field trip.

PROPOSAL NO. 3 – APPROVAL OF THE MOTION TO INSTRUCT THE RTRS SECRETARIAT TO DRAFT A WAIVER TO RELEASE RTRS FROM ANY LIABILITY ARISEN OUT OF ACCIDENTS, HEALTH PROBLEMS AND/OR OTHER PROBLEMS THAT MAY OCCUR DURING THE FIELD TRIP AND/OR THE EXECUTIVE BOARD MEETING TO BE HELD IN BRAZIL, TO BE SIGNED BY ALL INVITED PARTICIPANTS AND EXECUTIVE BOARD MEMBERS ATTENDING THOSE EVENTS.

In order to mitigate the risk for potential liabilities that RTRS could face for any accident, health problem and/or other problems that may occur during the field trip and/or the Executive Board meeting to be held in Brazil, the Executive Board members instruct the RTRS Secretariat to draft a waiver with the purpose of releasing RTRS from any such liability. The RTRS Secretariat shall circulate the waiver form between all attendants to the field trip and the Executive Board meeting in Brazil and collect the signed waivers before the events.

Please consider that these resolutions are proposed to be adopted by “Circular Decision”, which requires the unanimous written consent of all the Executive Board members to be validly passed.

Should you desire to consent to the passing of the resolutions, please respond to this email.

Kind regards,

Marcelo Visconti
Executive Director

P.S. Please send all the notification e-mails to Laura Villegas, laura.villegas@responsiblesoy.org, who will be the one responsible for administrating this process.
EXHIBIT B – ALEJANDRO JOSÉ O' DONNELL CONSENT

Circular Decision No. 4

From: Alejandro O'Donnell <alejandro@fronterasrl.com.ar>
Date: 20 November 2018 at 06:36
To: Marcelo Visconti <marcelo.visconti@responsiblesoy.org>, Marina Engels <marina.engels@responsiblesoy.org>, Belinda Howell <belinda.howell@rpog.org>, Julianna de Lavor Lopes <julianna.lopes@amaggi.com.br>, Ulises Martinez <ulises.martinez@vidasilvestre.org.ar>, Gisela Introvini <giselaintrovini@hotmail.com>, Pramal Kumar Gupta <pramal@vrutti.org>, Oswaldo Carvalho Jr <ocarvalho@earthinnovation.org>, Darci Getulio Ferrerini Junior <ferrarinjr@hotmail.com>, Christophe Callumerite <christophe.callumerite@feed-alliance.fr>, Jochem Bouwmeester <jochem.bouwmeester@rabobank.com>, Jorn Schouten <JSchouten@actcommodities.com>, Lieven Callewaert <lieven.callewaert@soy4brands.org>, Hernan Zunino <hernan.zunino@tnc.org>
Cc: "laura.villegas@responsiblesoy.org" laura.villegas@responsiblesoy.org

Aapresid approves all. Thank you. Best regards.

Ing. Agr. Alejandro O'Donnell
Enviado desde Movil
Circular Decision No 4
From: Gisela Introvini <giselaintrovini@hotmail.com>
Date: 16 November 2018 at 16:46
To: Jorn Schouten <JSchouten@actcommodities.com>,
"laura.villegas@responsiblesoy.org"
<laura.villegas@responsiblesoy.org>
Cc: Marcelo Visconti <marcelo.visconti@responsiblesoy.org>, Marina Engels
<marina.engels@responsiblesoy.org>, Belinda Howell <belinda.howell@rpo.org>,
Juliana de Lavor Lopes <juliana.lopes@amaggi.com.br>, Ulises Martinez
<ulises.martinez@vidasilvestre.org.ar>, Alejandro O'Donnell
<alejandro@fronterasrl.com.ar>, Pramel Kumar Gupta pramel@vruuti.org

I approve and I hope everyone can make a brief decision.
Gisela Intovini
Circular Decision No 4
From: Juliana Lopes <juliana.lopes@amaggi.com.br>
Date: 21 November 2018 at 09:15
To: Marcelo Visconti <marcelo.visconti@responsiblesoy.org>, Marina Engels <marina.engels@responsiblesoy.org>, Belinda Howell <belinda.howell@rpg.org>, Ulises Martinez <ulises.martinez@vidasilvestre.org.ar>, Alejandro O'Donnell <alejandro@fronterasrl.com.ar>, Gisela Introvini <giselaintrovini@hotmail.com>, Pramel Kumar Gupta <pramel@vrutti.org>, Oswaldo Carvalho Jr <ocarvalho@earthinnovation.org>, Darcí Getulio Ferrerini Junior <ferrarinjr@hotmail.com>, Christophe Callumerite <christophe.callumerite@feedalliance.fr>, Jochem Bouwmeester <jochem.bouwmeester@rabobank.com>, Jorn Schouten <jjschouten@actcommodities.com>, Lieven Callewaert <lieven.callewaert@soy4brands.org>, Hernan Zunino <hernan.zunino@tnc.org>
Cc: "laura.villegas@responsiblesoy.org" laura.villegas@responsiblesoy.org

Dear EB members and RTRS secretariat,

AMAGGI approves all the proposals listed in the e-mail below.

Best Regards,

AMAGGI
Juliana de Lavor Lopes
Diretora de Sustentabilidade, Comunicação e Compliance
Sustainability, Communications and Compliance Director
(65) 3645-5000 Ramal 5355
www.amaggi.com.br

Antes de imprimir, pense em sua responsabilidade e compromisso com o MEIO AMBIENTE!
Before printing, think about your responsibility for the ENVIRONMENT!!!
Circular Decision No 4
From: Marina Engels <marina.engels@responsiblesoy.org>
Date: 19 November 2018 at 20:19
To: Belinda Howell <belinda.howell@rpg.org>
Cc: Marcelo Visconti <marcelo.visconti@responsiblesoy.org>, Juliana Lopes <juliana.lopes@amaggi.com.br>, Ulises Martinez <ulises.martinez@vidasilvestre.org.ar>, Alejandro O'Donnell <alejandro@fronterasrl.com.ar>, Gisela Introvini <giselaintrovini@hotmail.com>, Pramal Kumar Gupta <pramal@vrutti.org>, Oswaldo Carvalho Jr <ocarvalho@earthinnovation.org>, Darci Getulio Ferrerini Junior <ferrarinjr@hotmail.com>, Christophe Callu Mérite <christophe.callumerite@feed-alliance.fr>, Jochem Bouwmeester <jochem.bouwmeester@rabobank.com>, Jorn Schouten <j.schouten@actcommodities.com>, Lieven Callewaert <lieven.callewaert@soy4brands.org>, Hernan Zunino <hernan.zunino@tnc.org>, Laura Villegas <laura.villegas@responsiblesoy.org>

Caldenes Agropecuaria approves all the below. Thank you,

Marina Engels

Pls disregard typos

Sent from my iPhone
Circular Decision No 4
From: CALLU-MERITE CHRISTOPHE <christophe.callumerite@feed-alliance.fr>
Date: 19 November 2018 at 11:31
To: Marcelo Visconti <marcelo.visconti@responsiblesoy.org>, Marina Engels <marina.engels@responsiblesoy.org>, Belinda Howell <belinda.howell@rpog.org>, Juliana de Lavor Lopes <juliana.lopes@amaggi.com.br>, Ulises Martinez <ulises.martinez@vidasilvestre.org.ar>, Alejandro O'Donnell <alejandro@fronterasrl.com.ar>, Gisela Introvin <giselaintrovin@hotmail.com>, Pramel Kumar Gupta <pramel@vruitti.org>, Oswaldo Carvalho Jr <ocarvalho@earthinnovation.org>, Darci Getulio Ferrerini Junior <ferrarinjr@hotmail.com>, Jochem Bouwmester <jochem.bouwmester@rabobank.com>, Jorn Schouten <jschouten@actcommodities.com>, Lieven Callewaert <lieven.callewaert@soy4brands.org>, Herman Zunino <hernan.zunino@tnc.org>
Cc: "laura.villegas@responsiblesoy.org" laura.villegas@responsiblesoy.org

Dear All,

I hereby give my consent to the passing of those resolutions by the Circular Decision process.

Best regards,

Christophe CALLU MERITE – Directeur Achats Matières Premières Protéiques
Ligne directe: +33 (0)2 23 46 92 35
Portable: +33 (0)6 88 09 14 09
2 avenue de Ker Lann – 35170 Bruz
www.feed-alliance.fr
Circular Decision No 4

From: Bouwmeester, JE (Jochem) <Jochem.Bouwmeester@rabobank.com>
Date: 16 November 2018 at 06:01
To: "laura.villegas@responsiblesoy.org" <laura.villegas@responsiblesoy.org>
Cc: Marcelo Visconti <marcelo.visconti@responsiblesoy.org>, marina.engels@responsiblesoy.org; marina.engels@responsiblesoy.org

Laura,

I would like to share my consent on the Circular Decision no 4 and also point out some other matters.

First of all:

1. As stated earlier, I’m not available that week. I’m still trying to have a stand-in but I’m not successful yet.

2. I’m reading the statutes about this decision and want to share with you how this works in the banking industry. If a board member does not react at RTRS that means a decline. That is unfortunate and gives a reward for negative behaviour. In the banking industry no reaction means you are in favour. In the Netherlands we even have a saying: Who is silent agrees. I understand that we cant change this, I’m only trying to share a view and maybe we should change the statutes.

To come back on the circular decision:
1. I approve with a combination week (field and EB meeting) so option 2
2. I agree with budget
3. I agree with waiver on liability etc. Does this mean the companies are liable themselves also for their employees? This is something that people need to check themselves.

KR Jochem

Jochem Bouwmeester
Director
GCC Global F&A Banking

Rabobank
Telephone +31 (0)30 712 4702
Mobile +31 (0)6 10 58 05 48
Circular Decision No 4

From: Jorn Schouten <JSchouten@actcommodities.com>
Date: 16 November 2018 at 11:46
To: "laura.villegas@responsiblesoy.org" <laura.villegas@responsiblesoy.org>
Cc: "laura.villegas@responsiblesoy.org" <laura.villegas@responsiblesoy.org>, Marcelo Visconti <marcelo.visconti@responsiblesoy.org>, Marina Engels <marina.engels@responsiblesoy.org>, Belinda Howell <belinda.howell@rpog.org>, Juliana de Lavor Lopes <juliana.lopes@amaggi.com.br>, Ulises Martinez <ulises.martinez@vidasilvestre.org.ar>, Alejandro ODonnell <alejandro@fronterasrl.com.ar>, Gisela Introvini <giselaintrovini@hotmail.com>, Pramel Kumar Gupta pramel@vrutti.org

Dear All,

I approve everything written below..

@FB, can we please all react? It would be great to get a quick OK from everybody so we can start inviting!

Thank you.

Kind regards,

Jorn
Circular Decision No 4
From: Belinda Howell <belinda.howell@rpos.org>
Date: 19 November 2018 at 09:31
To: Marcelo Visconti <marcelo.visconti@responsiblesoy.org>
Cc: Marina Engels <marina.engels@responsiblesoy.org>, Juliana Lopes <juliana.lopes@amaggi.com.br>, Ulises Martinez <ulises.martinez@vidasilvestre.org.ar>, Alejandro O'Donnell <alejandro@fronterasrl.com.ar>, Gisela Introvini <giselaintrovini@hotmail.com>, Pramel Kumar Gupta <pramel@vruitti.org>, Oswaldo Carvalho Jr <ocarvalho@earthinnovation.org>, Daci Getulio Ferrerini Junior <ferrarinjr@hotmail.com>, Christophe Callu Mérité <christophe.callumerite@feedalliance.fr>, Jochem Bouwmeester <jochem.bouwmeester@rabobank.com>, Jorn Schouten <jschouten@actcommodities.com>, Lieven Callewaert <lieven.callewaert@soy4brands.org>, Hernan Zunino <hernan.zunino@tnf.org>, Laura Villegas <laura.villegas@responsiblesoy.org>

Dear Marcelo

All Circular Decisions below are approved by me.

kind regards, Belinda

Belinda Howell
Retailers’ Palm Oil & Soy Groups Representative
e-mail: belinda.howell@rpos.org | skype: belinda_howell | mobile: +44 (0) 7919 521976
Circular Decision No 4

From: Lieven CALLEWAERT <lieven.callewaert@soy4brands.org>
Date: 20 November 2018 at 08:57
To: Marcelo Visconti <marcelo.visconti@responsiblesoy.org>
Cc: Marina Engels <marina.engels@responsiblesoy.org>, Belinda Howell <belinda.howell@rpog.org>, Juliana de Lavor Lopes <juliana.lopes@amaggi.com.br>, Ulises Martinez <ulises.martinez@vidasilvestre.org.ar>, Alejandro O’Donnell <alejandro@fronterasrl.com.ar>, Gisela Introvini <giseliaintrovini@hotmail.com>, Pramal Kumar Gupta <pramal@vrutti.org>, Oswaldo Carvalho Jr <ocarvalho@earthinnovation.org>, Darci Getulio Ferrerini Junior <ferrarinjr@hotmail.com>, Christophe Callumerite <christophe.callumerite@feed-alliance.fr>, Jochem Bouwmeester <jochem.bouwmeester@rabobank.com>, Jorn Schouten <jschouten@actcommodities.com>, Hernan Zunino <hernan.zunino@tn.org>, laura.villegas@responsiblesoy.org

Hi Marcelo;
Hi to All,

Alliance4Soy approves All appended proposals

Kind regards
Lieven

Verstuurd vanaf mijn iPhone
Circular Decision No 4
From: Ulises Martinez <ulises.martinez@vidasilvestre.org.ar>
Date: 17 November 2018 at 13:13
To: Jorn Schouten <jschouten@actcommodities.com>,
"laura.villegas@responsiblesoy.org"
<laURA.villegas@responsiblesoy.org>, Gisela Introvini <giselaintrovini@hotmail.com>
Cc: Marcelo Visconti <marcelo.visconti@responsiblesoy.org>, Marina Engels
<marina.engels@responsiblesoy.org>, Belinda Howell <belinda.howell@rpo.org>,
Juliana de Lavor Lopes <juliana.lopes@amaggi.com.br>, Alejandro O'Donnell
<alejandro@fronterasrl.com.ar>, Pramel Kumar Gupta <pramel@vrutti.org>

Vida Silvertre approvers all proposals.
Saludos
U

Ulises Martínez Ortiz
Enviado desde mi Outlook para Android
Circular Decision No 4
From: Hernan Zunino <hernan.zunino@tnc.org>
Date: 20 November 2018 at 08:23
To: Marcelo Visconti <marcelo.visconti@responsiblesoy.org>, Jorn Schouten <jschouten@actcommodities.com>
Cc: Juliana Lopes <juliana.lopes@amaggi.com.br>, Ulises Martinez <ulises.martinez@vidasilvestre.org.ar>, Belinda Howell <belinda.howell@tptgroup.org>, Alejandro O'Donnell <alejandro@fronterasrl.com.ar>, Marina Engels <marina.engels@responsiblesoy.org>, Gisela Introvini <giselaintrovini@hotmail.com>, Pramit Kumar Gupta <pramit@vnutti.org>, Oswaldo Carvalho Jr <ocarvalho@earthinnovation.org>, Darci Getulio Ferrerini Junior <ferrarinjr@hotmail.com>, Christophe Callu Mérite <christophe.callumerite@feed-alliance.fr>, Jochem Bouwmeester <jochem.bouwmeester@rabobank.com>, Lieven Callewaert <lieven.callewaert@soy4brands.org>, Laura Villegas <laura.villegas@responsiblesoy.org>

Good morning all, I approve the decision.

Apologies for the delay, I just arrived yesterday night from a work travel with limited connectivity.

Regards,
Hernán.
Circular Decision No 4
From: Pramel Kumar Gupta <pramel@vrutti.org>
Date: 19 November 2018 at 12:25
To: Belinda Howell <belinda.howell@rpos.org>
Cc: "CC: Marcelo Visconti" <marcelo.visconti@responsiblesoy.org>, "Marina B. de Engels" <marina.engels@responsiblesoy.org>, Juliana Lopes <juliana.lopes@amaggi.com.br>, Ulises Martinez <ulises.martinez@vidaslivestre.org.ar>, Alejandro O'Donnell <alejandro@fronterasrl.com.ar>, Gisela Introvini <giselaintrovini@hotmail.com>, Oswaldo Carvalho Jr <ocarvalho@earthinnovation.org>, Darci Getulio Ferrerini Junior <ferrarinjr@hotmail.com>, Christophe Callu Mérite <christophe.callumertie@feed-alliance.fr>, Jochem Bouwmeester <jochem.bouwmeester@rabobank.com>, Jorn Schouten <JSchouten@actcommodities.com>, Lieven Callewaert <lieven.callewaert@soy4brands.org>, Herman Zunino <herman.zunino@tnc.org>, Laura Villegas <laura.villegas@responsiblesoy.org>

Dear All,

I approve all proposal proposed by Marcelo in trail mail.

Thanks and regards,

Pramel

[Signature]
Circular Decision No 4
From: Darci Getulio Ferrarin Junior <ferrarinjr@hotmail.com>
Date: 19 November 2018 at 15:40
To: Marcelo Visconti <marcelo.visconti@responsiblesoy.org>
Cc: "Bouwmeester, JE (Jochem)" <Jochem.Bouwmeester@rabobank.com>, Jorn Schouten <JSchouten@actcommodities.com>, Belinda Howell <belinda.howell@rpog.org>, Marina Engels <marina.engels@responsiblesoy.org>, Juliana Lopes <juliana.lopes@amaggi.com.br>, Ulises Martinez <ulises.martinez@vidasilvestre.org.ar>, Alejandro ODonnell <alejandro@fronteraasrl.com.ar>, Gisela Introvini <giselaintrovini@hotmail.com>, Pramel Kumar Gupta <pramel@rrutti.org>, Oswaldo Carvalho Jr <ocarvalho@earthinnovation.org>, Christophe Callu Mérite <christophe.callumertie@feedalliance.fr>, Lieven Callewaert <lieven.callewaert@soy4brands.org>, Herman Zunino <herman.zunino@tna.org>, Laura Villegas <laura.villegas@responsiblesoy.org>

I agree with all decisions taken over the trip issue.

Darci Getúlio Ferrarin Junior
DGF

Agropecuária
Circular Decision No 4
From: Oswaldo Carvalho <ocarvalho@earthinnovation.org>
Date: 16 November 2018 at 11:55
To: Laura Villegas laura.villegas@responsiblesoy.org

Dear Laura,

EII approves resolutions 1, 2 and 3, from Circular Decisions no. 4

Saludos

Oswaldo

Oswaldo Carvalho Jr
Research Associate
www.earthinnovation.org