



ROUND TABLE ON RESPONSIBLE SOY ASSOCIATION (RTRS)
Minutes of the General Assembly Meeting (GA 11) held on
Thursday, 1 June 2017, in Lille (France)

Date: 1 June 2017, 3:00 pm (French time)

Venue: LA CITÉ des échanges, Entreprises et Cités 40, rue Eugène Jacquet,
59700 Marcq-en-Barœul

Chairwoman: Juliana de Lavor Lopes, Vice-President of RTRS

Attendance: 88 Participating Members (out of total 163)
RTRS Secretariat
Observers

Agenda:

- 0 a) Welcome, Agenda and Materials.
- b) Presentation 2016 Activities.
- c) Rules for GA; Introduction to the voting system and its use.
- d) Quorum.
- 1 Election of one of the RTRS Vice-Presidents to chair the meeting, and Marc R. Büttler as Secretary of RTRS at GA11.
- 2 Approval of Minutes of the 10th General Assembly 2016 held in Brasília.
- 3 Approval of the RTRS Amended and Restated Statutes.
- 4 Approval of new indicators (5.6.2. and 5.6.3) in the Standard (Paraquat).
- 5 Approval of the operating incomes and expenses report corresponding to the year 2016.
Summary of the tax and accounting status of RTRS.

Approval of: (a) the empowerment to the Executive Board to request the members of RTRS for an extraordinary contribution from each member in an amount not to exceed the equivalent to an annual membership fee; (b) the delegation on the Executive Board of the determination of the need of such extraordinary contribution and the payment terms; provided that (1) the funds collected are used to create a reserve to finance the costs of the analysis on the tax and accounting situation of RTRS that the Executive Board and

the RTRS Secretariat are conducting with RTRS advisors and any potential consequences resulting from such analysis; and (2) any funds remaining in such reserve after completion of the process, if any, shall be treated as an advanced payment of future annual membership fees.

- 6 Appointment of the Auditor for financial year 2017.
- 7 Approval of the Treasurer's performance 2016/2017.
Approval of the Executive Board members' performance.
Elections of Executive Board members.
- 8 Approval of the incorporation of explicit references to the High Conservation Values as defined by the HCV Resource Network into the RTRS P&Cs.
- 9 Any other business.
- 10 Closing of the Meeting.

0a) Welcome, Agenda and Materials.

Marcelo Visconti, RTRS Executive Director, sends out greetings to all participants and introduces the agenda of the General Assembly 11 (GA 11). No motion is put forward to amend the agenda.

The RTRS Executive Director introduces the three RTRS Vice-Presidents Juliana de Lavor Lopes, Jean-François Timmers and Belinda Katharine Howell and informs that in the absence of sustained opposition GA11 will be chaired by Juliana de Lavor Lopes.

0c) Rules for GA; Introduction to the Voting System and its Use.

Juliana de Lavor Lopes gives an overview on how GA 11 will proceed, in particular the operation of the electronic voting system is introduced as its use shall be appropriate along the GA 11 procedure.

Juliana de Lavor Lopes states that the electronic voting system properly operates and GA 11 may now turn to the items on the agenda on which a voting is required.

0d) Quorum.

Prior to doing so Juliana de Lavor Lopes brings the quorum of presence to the attention of GA 11: As of the date of GA 11 RTRS has 163 Participating Members, having voting rights at General Assembly meetings (as per article 6 al. 1 RTRS Statutes) consisting of:

- Constituency Producers: 28 Participating Members
- Constituency Industry, Trade and Finance: 116 Participating Members
- Constituency Civil Society Organizations: 19 Participating Members

As per article 12 RTRS Statutes the General Assembly meeting shall have the quorum, if more than 50% of the Participating Members of each constituency are present or are represented by another Participating Member.

Therefore, GA 11 has the quorum if the following minimal presence or representation is reached:

- Constituency Producers: **min. 15** Participating Members
- Constituency Industry, Trade and Finance: **min. 59** Participating Members
- Constituency Civil Society Organizations: **min. 10** Participating Members

The accreditation at the doors of GA 11 was duly carried out with the following numbers:

- Constituency Producers: **17** Participating Members
- Constituency Industry, Trade and Finance: **59** Participating Members
- Constituency Civil Society Organizations: **12** Participating Members

Against this background Juliana Lavor de Lopes ascertains that, according to the information resulting from the accreditation process, GA 11 has indeed the quorum as per article 12 RTRS Statutes (reached in every constituency).

As no sustained opposition is put forward RTRS Vice-President Juliana de Lavor Lopes is elected to chair GA 11 as Chairwoman. Marc R. Büttler is acting as Secretary of RTRS at GA 11.

2 Approval of Minutes of the 10th General Assembly 2016 in Brasília.

The Chairwoman refers to Annex 2 of the written (convening) note dated 12 May 2017 turning to **Resolution No. 1** regarding the approval of the minutes of the 10th General Assembly in Brasília.

As no votes against the approval of the minutes of GA 10 are being cast the Chairwoman brings to the attention of the plenum that this has the consequence of assuming that such approval was resolved by consensus in the absence of any motions put forward (including abstentions). No motion in this respect is put forward.

RTRS GA 11 resolves the following:

“The Minutes of RTRS GA 10 are approved (by consensus).”

3 Approval of the RTRS Amended and Restated Statutes.

The Chairwoman refers to Annex 3 of the written (convening) note dated 12 May 2017 turning to **Resolution No. 2** regarding the approval of the RTRS Amended and Restated

Statutes. Prior to the voting a presentation by Federico Otero, legal counsel of RTRS in Argentina, shall take place.

At this point, however, Nathalie Lecocq, representing FEDIOL, takes the floor. She would like to address some modifications of the RTRS Amended and Restated Statutes bringing forward that for instance the assumption that possible notifications to RTRS members when published on the RTRS website shall be deemed to have been duly delivered is not acceptable as RTRS members shall be informed directly (by e-mail).

In response to this statement, it is explained that despite of the fact that this provision enables to have all notifications published on the RTRS website with the effect of having them duly delivered to RTRS members the best practice developed for sending out information directly to RTRS members (by e-mail) will remain the same.

Nathalie Lecocq further refers to the wording of article 18 (al. 2 and 3) of the RTRS Amended and Restated Statutes saying that the voting notice can be mailed by e-mail and will be published on the RTRS website. She points out that this wording only requires RTRS to publish information on the RTRS website whereas the immediate communication directly to RTRS members (by e-mail) is not mandatory which she finds unacceptable.

In response to this statement, it was stressed that even under the new regime of the RTRS Amended and Restated Statutes, RTRS will continue to e-mail all future notifications directly to RTRS members. However, against the RTRS membership being spread out over the entire globe and based on experiences made in the past with RTRS members having failed to actively participate, this specific provision in the RTRS Amended and Restated Statutes shall ensure the operability of RTRS. In light of such regulation there is no longer room for RTRS members alleging not to have received certain notifications such as the due convening note for the GA. Such allegations could jeopardize the operability of RTRS because this could lead to resolutions taken at a certain GA subsequently held voidable in the absence of due notification to a single RTRS member.

Nathalie Lecocq replies that this explanation is not sufficient from her perspective as it can be proven that an e-mail was indeed sent out.

In connection with the foregoing, it is further explained this change is the result of the difficulties in proving that a certain communication was actually received by a specific RTRS member. Notwithstanding the foregoing, despite the new wording of the respective clause the underlying rationale of which is to ensure the global operation of RTRS, the concerns raised shall be cleared out by the confirmation that RTRS' best practice will not change in that all notifications will be furthermore sent directly to all RTRS members in addition to the publication on the RTRS website.

Nathalie Lecocq further asks why there is no provision in the RTRS Amended and Restated Statutes saying that RTRS is obliged to share the budget on a three years term basis which topic shall be discussed for the current situation later on at this GA 11.

She points out that based on her own experiences when managing an association there should be an obligation to show the profit and loss statements of the last year, the current year and the upcoming year thereby covering a three years term. No such obligation can be found in the RTRS Amended and Restated Statutes which she finds peculiar.

It is explained that there is no intention of not disclosing the budget or information as it has been provided every year by the RTRS Executive Board so far. Furthermore, the approval of the budget and of the financial statements lies within the powers of the GA.

At this point Michelle Morton, representing SHELL, asks for a high level summary of the changes of the RTRS Statutes.

Federico Otero takes the floor by introducing himself as the legal counsel to RTRS in Argentina and refers to the RTRS Amended and Restate Statutes as attached to the written (convening) note dated 12 May 2017 (Annex 3). He points out that the RTRS Amended and Restated Statutes have been drafted by a one year co-operation between the legal counsels of RTRS in Argentina and RTRS in Switzerland as well as the RTRS Secretariat. Furthermore, the RTRS Executive Board has been deeply involved in the entire drafting process.

Generally speaking he explains that the revision was taken at hand because the current RTRS Statutes and RTRS By-Laws were substantially contradictory and inflexible thereby causing many issues from an operational perspective. In addition, some provisions of the RTRS Statutes and RTRS By-Laws were not in compliance with mandatory Swiss law or remained silent as to how to proceed in certain important matters within RTRS operation. Against this background the RTRS Amended and Restated Statutes are a merger of the current RTRS Statutes and RTRS By-Laws the content of which was maintained to the extent possible in order to safeguard the initial spirit of RTRS and its founders.

Federico Otero turns to the presentation of the most relevant changes.

After completing the overview of the major changes of the RTRS Amended and Restated Statutes, it is proposed to initiate the election procedure of the RTRS Executive Board members of GA 11 prior to the voting for the approval of the RTRS Amended and Restated Statutes.

At this point, the participants of GA 11 are required to fill in the respective sheets handed out to them when entering the room. Such sheets reflect the options of the candidates with their names which belong to each constituency. RTRS members belonging to the Producers' or the Civil Society constituency were given four or three options to be voted upon in favour, against or by abstention. RTRS members belonging to the Industry, Trade and Finance constituency were given five options for four available seats to be voted upon in favour, against or by abstention. The results of the elections will be revealed at the end of GA 11.

Upon this introduction of the RTRS Executive Board members election procedure, the voting pertaining to the approval of the RTRS Amended and Restated Statutes is resumed. According to RTRS Statutes, at first attempt consensus shall be reached.

As 3 (three) votes are cast against the approval the voting is processed to the constituency level.

The Chairwoman confirms that at the constituency level the RTRS Amended and Restated Statutes have been approved by simple majority in each constituency also reaching the two-thirds majority in the aggregate, with the following results:

Producers	Industry, Trade and Finance	Civil Society Organizations
<ul style="list-style-type: none"> • In favour: 17 • Against: 0 • Abstentions: 0 	<ul style="list-style-type: none"> • In favour: 36 • Against: 3 • Abstentions: 20 	<ul style="list-style-type: none"> • In favour: 12 • Against: 0 • Abstentions: 0

RTRS GA 11 resolves the following:

“The RTRS Amended and Restated Statutes are approved (by simple majority within each constituency and two-thirds majority in the aggregate).”

4 **Approval of new indicators (5.6.2. and 5.6.3.) in the Standard (Paraquat).**

The Chairwoman refers to Annex 4 of the written (convening) note dated 12 May 2017 turning to **Resolution No. 3** regarding the approval of the new indicators 5.6.2. and 5.6.3. in the standard for the use of Paraquat. Prior to the voting the Chairwoman reads the respective wordings:

5.6.2.: In countries where Paraquat can be used legally in agricultural production, producers are required to implement a program of progressive reduction of Paraquat over time. The implemented Integrated Crop Management Plan (see indicator 5.4.2) shall specify reduction targets for Paraquat and its phase out, which shall be implemented as soon as possible and not later than 2020. The use of Paraquat is prohibited from January 2021.

5.6.3.: From January 2018 to December 2020, RTRS will have also a Non-Paraquat module in the platform during this phase out period.

As no questions are raised upon request of the Chairwoman she turns to the voting.

As 8 (eight) votes are cast against the approval the voting is processed to the constituency level.

The Chairwoman confirms that at the constituency level the new indicators (5.6.2. and 5.6.3.) in the Standard (Paraquat) have been approved (by simple majority within each constituency and two-thirds majority in the aggregate), with the following results:

Producers	Industry, Trade and Finance	Civil Society Organizations
<ul style="list-style-type: none"> • In favour: 10 • Against: 7 • Abstentions: 0 	<ul style="list-style-type: none"> • In favour: 31 • Against: 3 • Abstentions: 25 	<ul style="list-style-type: none"> • In favour: 5 • Against: 2 • Abstentions: 5

RTRS GA 11 resolves the following:

“The new indicators (5.6.2. and 5.6.3.) in the Standard (Paraquat) are approved (by simple majority within each constituency and two-thirds majority in the aggregate).”

At this point Jean-François Timmers representing WWF takes the floor bringing forward that WWF is not satisfied with the final result because Paraquat should phase-out much quicker. However, WWF accepts the fact that RTRS is a multi-stakeholder platform and did not vote against it as a consensus should have been reached within the RTRS Executive Board. Hence, WWF chose to abstain in the voting. Jean-François Timmers again stresses that WWF still hopes that Paraquat can phase-out much quicker than expected.

5 Approval of the operating incomes and expenses report corresponding to the year 2016.

Summary of the tax and accounting status of RTRS.

“Approval of: (a) the empowerment to the Executive Board to request the members of RTRS for an extraordinary contribution from each member in an amount not to exceed the equivalent to an annual membership fee; (b) the delegation on the Executive Board of the determination of the need of such extraordinary contribution and the payment terms; provided that (1) the funds collected are used to create a reserve to finance the costs of the analysis on the tax and accounting situation of RTRS that the Executive Board and the RTRS Secretariat are conducting with RTRS advisors and any potential consequences resulting from such analysis; and (2) any funds remaining in such reserve after completion of the process, if any, shall be treated as an advanced payment of future annual membership fees.”

The Chairwoman refers to Annex 5 of the written (convening) note dated 12 May, 2017 and turns firstly to **Resolution No. 4** regarding the approval of the operating income and expense report corresponding to the year 2016.

At this stage, Marcelo Visconti, RTRS Executive Director, takes the floor. He introduces the topic by pointing out that in 2016 there has been a major transformation process within RTRS with regard to the tax and accounting compliance procedures. The result of such process is now embedded in the operating income and expense report.

He shows that the income pertaining to certification fees has increased whereas for the first time the project funding has been decreased. The operating expenses have been reduced with regard to the RTRS Secretariat; however, at the same time the expenses for professional services (such as legal services of both legal counsels in Argentina and Swit-

zerland, auditing and human resources) were substantial. Upon completion of these comments the RTRS Executive Director is at disposal for questions.

Nathalie Lecocq takes the floor by mentioning that she would like to comment on this topic. While not wanting to be too non-constructive she points out that it would have been most helpful if an explanation had been given along with the documents well before GA 11 and not only 14 days prior to GA 11 without any further information. Such information would have enabled the RTRS members to deeply discuss it and may have led to not being forced to vote against the approval. However, in the absence of any information on why this course of action had been taken and what the future activities will be like she feels to be forced to vote against. Furthermore, there are no indications as to how to deal with the deficit. Accordingly, she is mandated to vote against the approval. Although she finds it unsatisfactory, she questions whether this is good governance to have expenses in the amount of EUR 388'000.-- whereas the costs for market development amount to only EUR 270'000.--.

The RTRS Executive Director replies that such input is well appreciated. Olaf Brugman, however, shall go into further details later on this topic hopefully clarifying the situation.

Nathalie Lecocq further points out that she is representing an association and is mandated to vote against this resolution regardless of what explanations would come up in this regard at GA 11.

The Chairwoman turns to the voting.

As 11 (eleven) votes are cast against the approval the voting is processed to the constituency level.

The Chairwoman confirms that at the constituency level the operating incomes and expenses report corresponding to the year 2016 has been approved (by simple majority within each constituency and two-thirds majority in the aggregate), with the following results:

Producers	Industry, Trade and Finance	Civil Society Organizations
• In favour: 17	• In favour: 28	• In favour: 7
• Against: 0	• Against: 5	• Against: 3
• Abstentions: 0	• Abstentions: 26	• Abstentions: 2

RTRS GA 11 resolves the following:

“The operating incomes and expenses report corresponding to the year 2016 is approved (by simple majority within each constituency and two-thirds majority in the aggregate).”

The Chairwoman refers to Annex 5 of the written (convening) note dated 12 May, 2017 and turns secondly to **Resolution No. 5** regarding the approval of (a) the empowerment of the executive board to request the members of RTRS for an extraordinary contribution from each member in an amount not to exceed the equivalent to a an annual membership fee and (b) the delegation on the executive board of the determination of the need of

such extraordinary contribution and the payment terms, provided that the funds collected are used to create a reserve to finance the costs of the analysis on the tax and accounting situation of RTRS that the executive board and the RTRS secretariat are conducting with RTRS advisors and any potential consequences resulting from such analysis, and any funds remaining in such reserve after completion of the process, if any, shall be treated as an advanced payment of the future annual membership fees.

For further information, the Chairwoman calls Olaf Brugman to the floor.

Olaf Brugman wishes to share some information with the RTRS members that sheds a light on the outcome of the operational expenses which have just been approved by GA 11. Furthermore, he wishes to further clarify this particular request which is rather extraordinary. He acknowledges the comments of Nathalie Lecocq as completely justified. However, at the time when RTRS was obliged to send out the convening note for GA 11 the relevant information was not yet available.

Olaf Brugman explains that after ten years it became evident that it was time to do some reviews in order to evaluate options for improvements in RTRS' internal organization which operates globally thereby being required to fulfill obligations of a multinational company. RTRS' activities are becoming increasingly complex with regard to accounting requirements, tax requirements, international payments and the relevant paperwork. As a result of the foregoing, the Executive Board decided to obtain KPMG advice in order to take decisions. Having said that, Olaf Brugman provides the members with a summary of the preliminary conclusions of KPMG analysis.

Since as a result of such analysis there might be extra costs to be expected, it is up to GA 11 to decide how to raise extra funds being necessary for RTRS.

Alternatively, RTRS could have called an extraordinary GA during the upcoming year requiring a lot of people travelling far. In order to avoid this situation as a matter of delegation the resolution as tabled was created mandating the RTRS Executive Board to raise extra membership fee income in case it shall be needed.

In case such extra contribution is not needed as per this resolution the extra funds will be converted into a prepayment of the next year's membership fees.

Hence, the RTRS Executive Board friendly and firmly requests that GA 11 approves the mandate for the RTRS Executive Board's empowerment to generate extra income from RTRS members against the future potential expenses.

The Chairwoman turns to the voting.

As 22 (twenty-two) votes are cast against the approval the voting is processed to the constituency level.

After completing the voting, the Chairwoman informs that although the resolution was approved by simple majority in each constituency, the two thirds majority in the aggregate

could not be reached. In this context, according to RTRS statutes, a new voting shall be conducted at the constituency level and in such voting the approval by simple majority by all the constituencies will suffice for the resolution to be passed.

After completion of the second voting, the Chairwoman confirms that at the constituency level the resolution has been approved (by simple majority within each constituency), with the following results:

Producers	Industry, Trade and Finance	Civil Society Organizations
<ul style="list-style-type: none"> • In favour: 11 • Against: 6 • Abstentions: 0 	<ul style="list-style-type: none"> • In favour: 21 • Against: 20 • Abstentions: 18 	<ul style="list-style-type: none"> • In favour: 10 • Against: 2 • Abstentions: 0

RTRS GA 11 resolves the following:

“a) The empowerment of the Executive Board to request the members of RTRS for an extraordinary contribution from each member in an amount not to exceed the equivalent to a an annual membership fee and (b) the delegation on the executive board of the determination of the need of such extraordinary contribution and the payment terms, provided that the funds collected are used to create a reserve to finance the costs of the analysis on the tax and accounting situation of RTRS that the Executive Board and the RTRS secretariat are conducting with RTRS advisors and any potential consequences resulting from such analysis, and any funds remaining in such reserve after completion of the process, if any, shall be treated as an advanced payment of the future annual membership fees is approved (by simple majority within each constituency).”

6 Appointment of the Auditor for financial year 2017.

The Executive Director mentions that RTRS changed the auditor last year. The auditor now to be appointed is the same auditor which was elected last year.

The Chairwoman refers to Annex 6 of the written (convening) note dated 12 May 2017 and turns to **Resolution No. 6** regarding the appointment of the auditor for the financial year 2017.

The Chairwoman turns to the voting.

As one (1) vote is cast against the approval the voting is processed to the constituency level.

The Chairwoman confirms that at the constituency level the resolution has been approved (by simple majority within each constituency and two-thirds majority in the aggregate), with the following results:

Producers	Industry, Trade and Finance	Civil Society Organizations
<ul style="list-style-type: none"> • In favour: 17 • Against: 0 • Abstentions: 0 	<ul style="list-style-type: none"> • In favour: 43 • Against: 0 • Abstentions: 16 	<ul style="list-style-type: none"> • In favour: 11 • Against: 1 • Abstentions: 0

RTRS GA 11 resolves the following:

“The appointment of Fidem Partners, Buenos Aires, as the auditor for the financial year 2017 is approved (by simple majority within each constituency and two-thirds majority in the aggregate).”

7 Approval of the Treasurer’s performance 2016/2017.

Approval of the Executive Board members’ performance.

Election of Executive Board members.

The Chairwoman refers to Annex 7 of the written (convening) note dated 12 May 2017, and turns to the approval of all acts performed by Alejandro José O’Donnell in his capacity as Treasurer since the Executive Board meeting held on June 2, 2016.

As 2 (two) votes are cast against the approval the voting is processed to the constituency level.

The Chairwoman confirms that at the constituency level the acts performed by Alejandro José O’Donnell in his capacity as Treasurer since the Executive Board meeting held on June 2, 2016, have been approved (by simple majority within each constituency and two-thirds majority in the aggregate), with the following results:

Producers	Industry, Trade and Finance	Civil Society Organizations
<ul style="list-style-type: none"> • In favour: 17 • Against: 0 • Abstentions: 0 	<ul style="list-style-type: none"> • In favour: 35 • Against: 0 • Abstentions: 24 	<ul style="list-style-type: none"> • In favour: 8 • Against: 0 • Abstentions: 4

RTRS GA 11 resolves the following:

“All acts performed by Alejandro José O’Donnell in his capacity as Treasurer since the Executive Board meeting held on June 2, 2016, are approved (by simple majority within each constituency and two-thirds majority in the aggregate).”

The Chairwoman informs GA 11 that the following voting (like in the case of the RTRS Treasurer) pertains to the acquittal of the individual RTRS Executive Board members included in the list attached to the written (convening) note dated 12 May, 2017 (Annex 7).

The voting process related thereto shall be open for all Participating Members present or represented and not only to the respective constituencies because - as once elected and irrespective of the interests of the constituency they represent - they are members of the

RTRS Executive Board and as such are subject to the scrutiny of all Participating Members.

The Chairwoman opens the voting.

Producer's constituency

➤ AMAGGI-Juliana de Lavor Lopes

As 4 (four) votes are cast against the approval the voting is processed to the constituency level.

The Chairwoman confirms that at the constituency level all acts performed by AMAGGI-Juliana de Lavor Lopes as Executive Board member since the 9th General Assembly have been approved (by simple majority within each constituency and two-thirds majority in the aggregate), with the following results:

Producers	Industry, Trade and Finance	Civil Society Organizations
<ul style="list-style-type: none"> • In favour: 16 • Against: 0 • Abstentions: 1 	<ul style="list-style-type: none"> • In favour: 34 • Against: 0 • Abstentions: 25 	<ul style="list-style-type: none"> • In favour: 9 • Against: 0 • Abstentions: 3

RTRS GA 11 resolves the following:

“All acts performed by AMAGGI-Juliana de Lavor Lopes as Executive Board member since the 9th General Assembly are approved (by simple majority within each constituency and two-thirds majority in the aggregate).”

➤ AAPRESID-Alejandro José O'Donnell

As one (1) vote is cast against the approval the voting is processed to the constituency level.

The Chairwoman confirms that at the constituency level all acts performed by AAPRESID-Alejandro José O'Donnell as Executive Board member since the 9th General Assembly have been approved (by simple majority within each constituency and two-thirds majority in the aggregate), with the following results:

Producers	Industry, Trade and Finance	Civil Society Organizations
<ul style="list-style-type: none"> • In favour: 16 • Against: 0 • Abstentions: 1 	<ul style="list-style-type: none"> • In favour: 28 • Against: 0 • Abstentions: 31 	<ul style="list-style-type: none"> • In favour: 10 • Against: 0 • Abstentions: 2

RTRS GA 11 resolves the following:

“All acts of performed by AAPRESID-Alejandro José O'Donnell as Executive Board member since the 9th General Assembly are approved (by simple majority within each constituency and two-thirds majority in the aggregate).”

➤ FAPCEN-Gisela Regina Introvini

As 2 (two) votes are cast against the approval the voting is processed to the constituency level.

The Chairwoman confirms that at the constituency level all acts performed by FAPCEN-Gisela Regina Introvini as Executive Board member since the 9th General Assembly have been approved (by simple majority within each constituency and two-thirds majority in the aggregate), with the following results:

Producers	Industry, Trade and Finance	Civil Society Organizations
<ul style="list-style-type: none"> • In favour: 16 • Against: 0 • Abstentions: 1 	<ul style="list-style-type: none"> • In favour: 28 • Against: 0 • Abstentions: 31 	<ul style="list-style-type: none"> • In favour: 10 • Against: 0 • Abstentions: 2

RTRS GA 11 resolves the following:

“All acts performed by FAPCEN-Gisela Regina Introvini as Executive Board member since the 9th General Assembly are approved (by simple majority within each constituency and two-thirds majority in the aggregate).”

Civil Society Constituency

➤ FUNDACIÓN VIDA SILVESTRE- Ulises Javier Martinez

No votes are cast against the approval.

The Chairwoman confirms that all acts performed by FUNDACIÓN VIDA SILVESTRE-Ulises Javier Martinez as Executive Board member since the 9th General Assembly have been approved (by consensus).

RTRS GA 11 resolves the following:

“All acts performed by FUNDACIÓN VIDA SILVESTRE-Ulises Javier Martinez as Executive Board member since the 9th General Assembly are approved (by consensus).”

➤ Solidaridad-Alex Ehrenhaus

No votes are cast against the approval.

The Chairwoman confirms that all acts performed by Solidaridad-Alex Ehrenhaus as Executive Board member since the Executive Board meeting held on June 2, 2016, as a replacement of Gerrit van der Bijl due to his resignation have been approved (by consensus).

RTRS GA 11 resolves the following:

“All acts performed by Solidaridad-Alex Ehrenhaus as Executive Board member since the Executive Board meeting held on June 2, 2016, as a replacement for Gerrit van der Bijl due to his resignation are approved (by consensus).”

➤ ASA-Ashis Mondal

No votes are cast against the approval.

The Chairwoman confirms that all acts performed by ASA-Ashis Mondal as Executive Board member since the 9th General Assembly have been approved (by consensus).

RTRS GA 11 resolves the following:

“All acts performed by ASA-Ashis Mondal as Executive Board member since the 9th General Assembly are approved (by consensus).”

Industry Trade and Finance Constituency

➤ FEED ALLIANCE-Christophe Callu Mérite

No votes are cast against the approval.

The Chairwoman confirms that all acts performed by FEED ALLIANCE-Christophe Callu Mérite as Executive Board member since the 9th General Assembly have been approved (by consensus).

RTRS GA 11 resolves the following:

“All acts of performed by FEED ALLIANCE-Christophe Callu Mérite as Executive Board member since the 9th General Assembly are approved (by consensus).”

➤ UNILEVER-Terence Baines

No votes are cast against the approval.

The Chairwoman confirms that all acts performed by UNILEVER-Terence Baines as Executive Board member since the 10th General Assembly until July 13, 2016, date of his resignation, have been approved (by consensus).

RTRS GA 11 resolves the following:

“All acts of performed by UNILEVER-Terence Baines as Executive Board member since the 10th General Assembly until July 13, 2016, date of his resignation, are approved (by consensus).”

➤ UNILEVER-Leslie Willem Johanna Leinders

No votes are cast against the approval.

The Chairwoman confirms that all acts performed by UNILEVER-Leslie Willem Johanna Leinders as Executive Board member since Circular Decision No. 2 as of November 9, 2016 (as replacement for Terence Baines due to his resignation), ratified by the Executive Board at the meeting No. 133 held on December 15, 2016, have been approved (by consensus).

RTRS GA 11 resolves the following:

“All acts performed by UNILEVER-Leslie Willem Johanna Leinders as Executive Board member since Circular Decision No. 2 as of November 9, 2016 (as replacement for Terence Baines due to his resignation), ratified by the Executive Board at the meeting No. 133 held on December 15, 2016 are approved (by consensus).”

➤ RSG-Belinda Katharine Howell

No votes are cast against the approval.

The Chairwoman confirms that all acts performed by RSG-Belinda Katharine Howell as Executive Board member since the 9th General Assembly have been approved (by consensus).

RTRS GA 11 resolves the following:

“All acts performed by RSG-Belinda Katharine Howell as Executive Board member since the 9th General Assembly are approved (by consensus).”

➤ RABOBANK-Olaf Brugman

No votes are cast against the approval.

The Chairwoman confirms that all acts performed by RABOBANK-Olaf Brugman as Executive Board member since the 9th General Assembly have been approved (by consensus).

RTRS GA 11 resolves the following:

“All acts performed by RABOBANK-Olaf Brugman as Executive Board member since the 9th General Assembly are approved (by consensus).”

The Chairwoman turns to the announcement of the RTRS Executive Board elections:

Election of Executive Board Members

The Chairwoman refers to the list of candidates for the RTRS Executive Board elections as attached to the written (convening) note dated 12 May 2017 (Annex 8).

RTRS Executive Board Members

aa) Constituency Producers

With respect of each of the candidates, Members are asked to either vote in favour or against or to abstain.

➤ **AGROPECUÁRIA MAGGI LTDA.**

In light of the fact that there are 17 votes in favour out of 17 votes cast, the Chairwoman confirms that: (i) AGROPECUÁRIA MAGGI LTDA has been re-elected as Executive Board member, (ii) Juliana de Lavor Lopes has been re-elected as Principal Executive Board member, and (iii) Fabiana Luri Dias Doi Reguero has been re-elected as Alternate Executive Board member.

RTRS GA 11 resolves the following:

“AGROPECUÁRIA MAGGI LTDA is re-elected as RTRS Executive Board member (by simple majority)”.

“Juliana de Lavor Lopes is re-elected as Principal RTRS Executive Board member (by simple majority)”.

“Fabiana Luri Dias Doi Reguero is re-elected as Alternate RTRS Executive Board member (by simple majority)”.

➤ **FUNDAÇÃO DE APOIO A PESQUISA DO CORREDOR DE EXPORTAÇÃO NORTE (FAPCEN).**

In light of the fact that there are 17 votes in favour out of 17 votes cast, the Chairwoman confirms that: (i) FUNDAÇÃO DE APOIO A PESQUISA DO CORREDOR DE EXPORTAÇÃO NORTE (FAPCEN) has been re-elected as Executive Board member, and (ii) Gisela Introvini has been re-elected as Principal Executive Board member.

RTRS GA 11 resolves the following:

“FUNDAÇÃO DE APOIO A PESQUISA DO CORREDOR DE EXPORTAÇÃO NORTE (FAPCEN) is re-elected as RTRS Executive Board member (by simple majority).”

“Gisela Introvini is re-elected as Principal RTRS Executive Board member (by simple majority).”

- ASOCIACIÓN ARGENTINA DE PRODUCTORES EN SIEMBRA DIRECTA (AAPRESID).

In light of the fact that there are 17 votes in favour out of 17 votes cast, the Chairwoman confirms that: (i) ASOCIACIÓN ARGENTINA DE PRODUCTORES EN SIEMBRA DIRECTA (AAPRESID) has been re-elected as Executive Board member, and (ii) Alejandro O'Donnell has been re-elected as Principal Executive Board member.

RTRS GA 11 resolves the following:

“ASOCIACIÓN ARGENTINA DE PRODUCTORES EN SIEMBRA DIRECTA (AAPRESID) is re-elected as RTRS Executive Board member (by simple majority).”

“Alejandro O'Donnell is re-elected as Principal RTRS Executive Board member (by simple majority).”

- CALDENES S.A.

In light of the fact that there are 17 votes in favour out of 17 votes cast, the Chairwoman confirms that: (i) CALDENES S.A. has been elected as Executive Board member, (ii) Marina Born has been elected as Principal Executive Board member, and (iii) Juan Miguel Casadoumecq has been elected as Alternate Executive Board member.

RTRS GA 11 resolves the following:

“CALDENES S.A. is elected as RTRS Executive Board member (by simple majority).”

“Marina Born is elected as Principal RTRS Executive Board member (by simple majority).”

“Miguel Casadoumecq is elected as Alternate RTRS Executive Board member (by simple majority).”

bb) Constituency Industry, Trade and Finance

As there are more candidates than available seats, Members are asked to pick from the available candidates the ones they prefer up to a number equivalent to available seats, therefore Members shall only vote in favour of those candidates preferred. The four Candidates with the largest number of votes will be elected as members of the Executive Board.

- FEED ALLIANCE.

In light of the fact that there are 30 votes in favour out of 59 votes cast, the Chairwoman confirms that (i) FEED ALLIANCE has been re-elected as Executive Board member, (ii) Christophe Callu Mérite has been re-elected as Principal

Executive Board member, and (iii) Antoine Rabourdin has been re-elected as Alternate Executive Board member.

RTRS GA 11 resolves the following:

“FEED ALLIANCE is re-elected as RTRS Executive Board member.”

“Christophe Callu Mérite is re-elected as Principal RTRS Executive Board member.”

“Antoine Rabourdin is re-elected as Alternate RTRS Executive Board member.”

➤ UNILEVER SUPPLY CHAIN COMPANY AG.

In light of the fact that there are 27 votes in favour out of 59 votes cast, the Chairwoman confirms that: (i) UNILEVER SUPPLY CHAIN COMPANY AG has been re-elected as Executive Board member, and (ii) Leslie Willem Johanna Leinders has been re-elected as Principal Executive Board member.

RTRS GA 11 resolves the following:

“UNILEVER SUPPLY CHAIN COMPANY AG is re-elected as RTRS Executive Board member.”

“Leslie Willem Johanna Leinders is re-elected as Principal RTRS Executive Board member.”

➤ COÖPERATIEVE RABOBANK U.A.

In light of the fact that there are 27 votes in favour out of 59 votes cast, the Chairwoman confirms that (i) COÖPERATIEVE RABOBANK U.A. has been re-elected as Executive Board member, (ii) Jochem Bouwmeester has been elected as Principal Executive Board member, and (iii) Thais Fontes, Mariano Ingaramo and Richard Piechocki have been elected as Alternate Executive Board members.

RTRS GA 11 resolves the following:

“COÖPERATIEVE RABOBANK U.A. is re-elected as RTRS Executive Board member.”

“Jochem Bouwmeester is elected as Principal RTRS Executive Board member.”

“Thais Fontes, Mariano Ingaramo and Richard Piechocki are elected as Alternate RTRS Executive Board members.”

➤ RETAILERS SOY GROUP (RSG).

In light of the fact that there are 29 votes in favour out of 59 votes cast, the Chairwoman confirms that (i) RETAILERS SOY GROUP (RSG) has been re-elected as Executive Board member, and (ii) Belinda Katharine Howell has been re-elected as Principal Executive Board member.

RTRS GA 11 resolves the following:

“RETAILERS SOY GROUP (RSG) is re-elected as RTRS Executive Board member.”

“Belinda Katharine Howell is re-elected as Principal RTRS Executive Board member.”

➤ ACT COMMODITIES.

In light of the fact that there are 24 votes in favour out of 59 votes cast, the Chairwoman confirms that ACT COMMODITIES and its representatives Lieven Callewaert, Jorn Jasper Schouten, Jean-Clement Leyat, Bram Niels Bastiannsen and Jaap Janssen have not been elected as Executive Board members.

RTRS GA 11 resolves the following:

“ACT COMMODITIES and its representatives Lieven Callewaert, Jorn Jasper Schouten, Jean-Clement Leyat, Bram Niels Bastiannsen and Jaap Janssen are not elected as RTRS Executive Board member.”

cc) Constituency Civil Society Organizations

With respect of each of the candidates, Members are asked to either vote in favour or against or to abstain.

➤ FUNDACIÓN VIDA SILVESTRE ARGENTINA.

In light of the fact that there are 12 votes in favour out of 12 votes cast, the Chairwoman confirms that (i) FUNDACIÓN VIDA SILVESTRE ARGENTINA has been re-elected as Executive Board member, (ii) Ulises Javier Martinez has been re-elected as Principal Executive Board member, and (iii) María Eugenia Periago has been elected as Alternate Executive Board member.

RTRS GA 11 resolves the following:

“FUNDACIÓN VIDA SILVESTRE ARGENTINA is re-elected as RTRS Executive Board member (by simple majority).”

“Ulises Javier Martinez is re-elected as Principal RTRS Executive Board member (by simple majority).”

“María Eugenia Periago is elected as Alternate RTRS Executive Board member (by simple majority).”

➤ VRUTTI.

In light of the fact that there are 12 votes in favour out of 12 votes cast, the Chairwoman confirms that (i) VRUTTI has been elected as Executive Board member, and (ii) Pramel Kumar Gupta has been elected as Principal Executive Board member.

RTRS GA 11 resolves the following:

“VRUTTI is elected as RTRS Executive Board member (by simple majority).”

“Pramel Kumar Gupta is elected as Principal RTRS Executive Board member (by simple majority).”

➤ ASSOCIAÇÃO AMIGOS DA TERRA.

In light of the fact that there are 10 votes in favour 1 vote against and 1 abstention, the Chairwoman confirms that: (i) ASSOCIAÇÃO AMIGOS DA TERRA has been elected as Executive Board member, (ii) Darci Getulio Ferrarin Junior has been elected as Principal Executive Board member, and (iii) Cristina Delicato has been elected as Alternate Executive Board member.

RTRS GA 11 resolves the following:

“ASSOCIAÇÃO AMIGOS DA TERRA is elected as RTRS Executive Board member (by simple majority).”

“Darci Getulio Ferrarin Junior is elected as Principal RTRS Executive Board member (by simple majority).”

“Cristina Delicato is elected as Alternate RTRS Executive Board member (by simple majority).”

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

Principal Executive Board member	Member Organization	Term Expiration	Constituency	Alternate Executive Board member
Oswaldo Carvalho	Earth Innovation Institute	GA 12	Civil Society Organizations	
Jean-François Timmers	WWF	GA 12	Civil Society Organizations	- Sandra Mulder (GA12) - Emma Keller (GA12) - Frederico Machado (GA12) - Edgar de Oliveira Rosa (GA12)

Debora Florencia Telles	COFCO	GA12	Industry, Trade and Finance	- Ezequiel Marcelo Paul (GA12) - Aukje Berden (GA12) - Anna Maria Stouten (GA12) - Luiza Montoya Raniero (GA12) - Javier Garcia Moritan (GA12)
Belinda Katharine Howell	RSG	GA 13	Industry, Trade and Finance	
Gisela Regina Introvini	FAPCEN	GA 13	Producers	
Juliana de Lavor Lopes	Amaggi	GA 13	Producer	Fabiana Luri Dias Doi Reguero (GA13)
Christophe Callu Mérite	Feed Alliance	GA 13	Industry, Trade and Finance	Antoine Rabourdin (GA13)
Alejandro O'Donnell	Aapresid	GA 13	Producers	
Ulises Javier Martinez Ortiz	Fundación Vida Silvestre	GA 13	Civil Society Organizations	María Eugenia Periago (GA13)
Leslie Willem Johanna Leinders	Unilever	GA 13	Industry, Trade and Finance	
Marina Born	Caldenes SA	GA 13	Producers	Juan Miguel Casadoumecq (GA 13)
Jochem Bouwmeester	Coöperatieve Rabobank U.A.	GA 13	Industry, Trade and Finance	-Thais Fontes (GA 13) -Mariano Ingaramo (GA 13) -Richard Piechocki (GA 13)
Pramel Kumar Gupta	Vrutti	GA 13	Civil Society Organizations	
Darci Getulio Ferrarin Junior	Associação Amigos da Terra	GA 13	Civil Society Organizations	Cristina Delicato (GA 13)

8 Approval of the incorporation of explicit references to the High Conservation Values as defined by the HCV Resource Network into the RTRS P&Cs.

The Chairwoman refers to item no. 8 of the written (convening) note dated 12 May 2017, and turns to **Resolution No. 7** regarding the approval of the incorporation of explicit references to the High Conservation Values as defined by the HCV Resource Network into the RTRS Principles and Criteria.

At this point, Jean-François Timmers (WWF), Vice-President of the RTRS Executive Board, takes the floor and mentions for clarity purposes that the proposal shall not add any criteria to the criteria of RTRS itself. RTRS' current criteria contain a lot of the principles and criteria that are within HCV principles and operation although HCV is not mentioned in it by its name. The proposal shall ensure that several principles and criteria of importance pertaining to areas that are constituting the HCV standard are representing RTRS standard and to help RTRS to recognize it in the context of ISEAL by citing HCV having the same criteria that already exist. It shall also safeguard that the RTRS standard will be better understood as HCV is a reference, especially for the private sector.

He then gives room for queries.

As no motions are put forward the Chairwoman turns to the voting.

As three (3) votes are cast against the approval the voting is processed to the constituency level.

The Chairwoman confirms that at the constituency level the resolution has been rejected by the Producers' constituency (by simple majority), with the following results:

Producers	Industry, Trade and Finance	Civil Society Organizations
<ul style="list-style-type: none"> • In favour: 7 • Against: 8 • Abstentions: 2 	<ul style="list-style-type: none"> • In favour: 34 • Against: 3 • Abstentions: 22 	<ul style="list-style-type: none"> • In favour: 10 • Against: 1 • Abstentions: 1

As a consequence, the voting will be reduced to as to whether or not the Producer's constituency wishes to exercise its veto power against the approval of the remaining constituencies.

The Chairwoman confirms that the Producers' constituency has decided to exercise its veto power (by simple majority) whereby the approval has been rejected, with the following results:

- In favour: 11
- Against: 6
- Abstentions: 0

RTRS GA 11 resolves the following:

"The approval of the incorporation of explicit references to the High Conservation Values as defined by the HCV Resource Network into the RTRS P&Cs is rejected (by the Producers' constituency exercising the veto right)."

9 Any Other Business

No motion is put forward.

10 Closing of the Meeting

The Chairwoman closes the meeting at 5:00 pm (French time).

Lille, 1 June 2017



Juliana de Lavour Lopes, Chairwoman
Vice-President of RTRS Executive Board



Marc R. Büttler
Secretary of RTRS