

Minutes No. 189 of the Executive Board Meeting held on

Tuesday, April 26, 2022, 15:00 to 18:00 CEST time (in accordance with article 21, section [1] of the RTRS Statutes).

Agenda:

1. Approval of the Executive Board meeting minutes No. 188.
2. Latest Estimate I (LE1).
3. Approval of (i) ANCORA Treuhand AG as auditor of RTRS and (ii) KPMG Argentina as auditor of the representation of RTRS in Argentina in order to submit their appointment for the approval of Participating Members by written resolution in accordance with the voting procedure set forth in Article 18 of RTRS Statutes.
4. Approval of the financial statements of the representation in Argentina of RTRS for the fiscal year ended December 31, 2021.
5. Approval of (i) the financial statements of RTRS for the fiscal year ended December 31, 2021, and (ii) the Representation Letter to the statutory auditors ANCORA Treuhand AG, for the fiscal year ended December 31, 2021.
6. Executive Board meeting schedule proposal for the second half of 2022 including proposal of Meeting Point (hybrid: virtual + physical).
7. Update on the Chain of Custody (CoC) Standard reshaping project.
8. Representation at EU Multi-Stakeholder Platform.
9. (a) March 2022 Key Performance Indicators (KPIs) & (b) Priorities update.
10. Any other business.
11. Closing.

A. Introduction

The meeting of the Executive Board of Round Table on Responsible Soy Association (RTRS) starts on **Tuesday, April 26, 2022, at 15:00 CEST time.**

Participants: RTRS Executive Board members:

- Juan Quaine, Salentein Argentina B.V. (constituency: Producers): jquaine@salentein.com
- Enrique Molas, Productores de Soja Paraguay (constituency: Producers): enriquemolasg@gmail.com
- Gisela Regina Introvini, FAPCEN (constituency: Producers): giselaintrovini@hotmail.com
- Lieven Callewaert, Alliance4Soy, (constituency: Industry, Trade and Finance): lieven.callewaert@soy4brands.org
- Damiana Meneghetti, ACT Commodities, (constituency: Industry, Trade and Finance): DMeneghetti@actcommodities.com
- Gerhard Adam, Bayer AG, (constituency: Industry, Trade and Finance): gerhard.adam@bayer.com





- Maria do Carmo Ferrante, Coöperatieve Rabobank U.A., (constituency: Industry, Trade and Finance): Maria.Ferrante@rabobank.com
- David Cleary, TNC, (constituency: Civil Society): dcleary@tnc.org

RTRS Secretariat based in Zurich:

- Evert Raymakers, RTRS Europe Outreach and Engagement Manager: evert.raymakers@responsiblesoy.org

RTRS Secretariat based in Buenos Aires:

- Marcelo Visconti, RTRS Executive Director: marcelo.visconti@responsiblesoy.org
- Laura Villegas, Communications & Engagement Officer: laura.villegas@responsiblesoy.org
- Pablo Nicolini, Business Development & Technical Unit Officer: pablo.nicolini@responsiblesoy.org
- Ana Laura Andreani, Technical Unit Analyst: ana.andreani@responsiblesoy.org

Special guests invited:

- Cid Sanches, RTRS External Consultant: cid.sanches@rcba.eco.br
- Mabel Fernández, RTRS Financial External Consultant: mabelau.fernandez@gmail.com
- Thiago Masson, TNC: thiago.masson@tnc.org
- Nadia Bishai, CDP: Nadia.Bishai@cdp.net
- Robert W.J. Stam, Peterson: rstan@onepeterson.com
- Natalie Sluggett, Peterson: nsluggett@onepeterson.com

Lieven Callewaert, 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 Executive Board meeting minutes No. 188.*

Minutes No. 188 are reviewed page by page.

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

The RTRS Executive Board resolves the following:

“To approve minutes No. 188 (by consensus).”

2. *Latest Estimate I (LE1).*

The Latest Estimate I (LE1) is presented to the Executive Board members. It is explained this is the first review of the approved Budget 2022 and, in view of the performance of the first quarter, RTRS' focus remains on achieving the budget results.

Regarding the priorities, it is remarked that all of them are on track with only a delay in the strategy implementation in China, and it is further explained that the key reasons that explain this delay are: (i) local legal entity set up is taking more time than foreseen and is currently still being analysed by RTRS legal advisors, since establishing a local presence has proven to be key to advance in the following steps of the strategy; (ii) Covid-19 lockdown in Shanghai during the last 30 days have not allowed to progress network activities; and, (iii) the Secretariat has defocused on this topic due to other relevant urgent issues.

Moving to financial level, a reference is made to the income growth due to the Industry, Trade and Finance membership fee increase, which enable to incorporate non budgeted expenses as the ones described in the bridge table of the documents shared with the Executive Board for this meeting without affecting the budget results. It is finally remarked that all documents referred in this item on LE1 were previously and already discussed with the treasurer and the president of the association who have both agreed with it.

Lieven Callewaert and Maria do Carmo Ferrante support the presentation and positively refer to the healthy financial situation of RTRS.

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

The RTRS Executive Board resolves the following:

“To approve Latest Estimate I (LE1) (by consensus).”

3. *Approval of (i) ANCORA Treuhand AG as auditor of RTRS and (ii) KPMG Argentina as auditor of the representation of RTRS in Argentina in order to submit their appointment for the approval of Participating Members by written resolution in accordance with the voting procedure set forth in Article 18 of RTRS Statutes.*

ANCORA Treuhand AG, as auditor of RTRS, and KPMG Argentina, as auditor of the representation of RTRS in Argentina, are presented for approval to the Executive Board members in order to submit their appointment for the approval of Participating Members by written resolution in accordance with the voting 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 approve (i) ANCORA Treuhand AG as auditor of RTRS and (ii) KPMG Argentina as auditor of the representation of RTRS in Argentina in order to submit their appointment for the approval of Participating Members by written resolution in accordance with the voting procedure set forth in Article 18 of RTRS Statutes (by consensus).”

4. Approval of the financial statements of the representation in Argentina of RTRS for the fiscal year ended December 31, 2021.

Financial statements of the representation in Argentina of RTRS for the fiscal year ended December 31, 2021, are presented to the Executive Board.

It is further confirmed that they present fairly the financial position of the representation, the results of its operations, changes in equity and cash flow as of December 31, 2021, in conformity with the professional accounting principles in force in the City of Buenos Aires, Republic of Argentina.

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

The RTRS Executive Board resolves the following:

“To approve the financial statements of the representation in Argentina of RTRS for the fiscal year ended December 31, 2021 (by consensus).”

5. Approval of (i) the financial statements of RTRS for the fiscal year ended December 31, 2021, and (ii) the Representation Letter to the statutory auditors ANCORA Treuhand AG, for the fiscal year ended December 31, 2021.

The financial statements of RTRS for the fiscal year ended December 31, 2021, and the Representation Letter to the statutory auditors ANCORA Treuhand AG, for the fiscal year ended December 31, 2021, compared to previous year are presented to the Executive Board.

It is informed that the Annual Report audited by ANCORA Treuhand AG consolidates the total operations of RTRS including the information on Argentina financial performance which has been independently audited by KPMG.

Furthermore, it is remarked that during 2021 RTRS commitment to operational excellence and sustainable growth has been achieved with income increasing 5% compared to previous year while receivables decreased 27% with record levels of liquidity.

It is additionally and finally confirmed that financial statements of RTRS for the fiscal year ended December 31, 2021, were previously discussed with the treasurer and the president of the association who shared the view that RTRS has delivered excellent financial performance with a strong balance sheet.



Lieven Callewaert supports the statements presented and encourages to hold on financial situation to achieve objectives and keep innovating.

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

The RTRS Executive Board resolves the following:

“To approve (i) the financial statements of RTRS for the fiscal year ended December 31, 2021, and (ii) the Representation Letter to the statutory auditors ANCORA Treuhand AG, for the fiscal year ended December 31, 2021 (by consensus).”

6. Executive Board meeting schedule proposal for the second half of 2022 including proposal of Meeting Point (hybrid: virtual + physical).

Executive Board meeting schedule proposal for the second half of 2022 including proposal of Meeting Point is presented to the Executive Board.

The timeframe approved encompasses holding the Meeting Point the week commencing on November 21, 2021, which will afterwards and additionally combine an Executive Board meeting and a meeting to revise the “Beyond 2020” RTRS Strategy in Zurich.

With regards to the Meeting Point it is suggested to take place in Germany and with a differentiated format from the RT-Annual Conference. It is suggested to hold a one-day long meeting, trying to leverage as much as possible on technology potential. Lieven Callewaert, Gisela Introvini and Enrique Molas suggest exploring a collaboration to participate in the Meeting Point between the members of the Industry, Trade and Finance and the Producers constituencies. In this regard, Damiana Meneghetti and Gerhard Adams welcome the proposal.

With regards the location in Germany, two options are presented and discussed: (i) on one hand, hold the meeting in facilities at Bayer in Monheim Campus, in Rhein, where the company can offer the infrastructure for the meeting, the technology and expertise; (ii) on the other hand, hold the meeting in Frankfurt, at Radisson Blu Hotel, an option already explored and approved in 2019 by Executive Board members before the Covid-19 outbreak when planning the organization of RT15 Annual Conference at the end suspended for sanitarian reasons. Monheim Campus, in Rhein, was finally agreed and approved as the place to hold the Meeting Point 2022 after it was confirmed Monheim Campus can facilitate organization for the event and concluding Rhein is a very well located and connected place from the main locations amongst Europe.

With regards to the hybrid format, it was agreed to encourage physical participation.

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

The RTRS Executive Board resolves the following:

“To approve the Executive Board meeting schedule proposal for the second half of 2022 including proposal of Meeting Point in hybrid format (by consensus).”

7. *Update on the Chain of Custody (CoC) Standard reshaping project.*

An update on the RTRS Chain of Custody Standard reshaping project and new Chain of Custody Module is presented to the Executive Board.

A summary of the analysis of the European Union (EU) regulation on deforestation free products was presented including the steps in Due Diligence provisions (information gathering; identify and assess risk of potential non-compliance; and risk assessment). The analysis was followed by an overview of the implications the regulation and Due Diligence provisions might have on the new CoC Module, the challenges, and opportunities. A potential timeline for the signing-off of the reshaped CoC standard and the new module was also presented for further discussion and definitions.

Critical differences and similarities between the EU and United Kingdom (UK) regulations were further presented.

In order to accurately understand the solution that would suit best the new CoC developments, an overview of the available and foreseen technology package in order to comply with the requirements of the EU and UK regulations on deforestation free commodities is presented.

After an exchange of views and since no further comments or questions are posed on the subject, the Executive Board members decide to move on to the next item of the agenda.

8. *Representation at EU Multi-Stakeholder Platform.*

The new RTRS representation at EU Multi-Stakeholder Platform on Protecting and Restoring the World's Forests (the Platform) is presented to the Executive Board. The representation proposed is conformed as follows (i) from the Executive Board, Lieven Callewaert, RTRS President; and (ii) from the Secretariat, Marcelo Visconti, Executive Director; (iii) Laura Villegas, Communications & Engagement Officer; and (iv) Evert Raymakers, European Outreach and Engagement Manager.

It is commented that RTRS is member of the Platform since June 2020, and that this new representation presented to be approved takes into account several changes at Executive Board seats and Secretariat team.

It is remarked that if any other Executive Board member is willing to be part of the representation group, they shall write the Secretariat for their dully registration at EU. Lieven Callewaert suggests a member from Producers constituency shall be the candidate to guarantee voice of producers to be represented in the Platform, and in this case, due to location and to language constraints, one of the Executive Board members representing French producers shall be the one postulating; Lieven Callewaert comment he will follow up with them.

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

The RTRS Executive Board resolves the following:

"To approve the representation at EU Multi-Stakeholder Platform (by consensus)."

9. (a) *March 2022 Key Performance Indicators (KPIs) & (b) Priorities update.*

The Key Performance Indicators (KPIs) of March 2022 are presented to the Executive Board. An overview of new RTRS certified material adopters and the membership status during the first three months of 2022 is shared. The status of RTRS certified production and uptake of certified material is also informed.

Moving to the RTRS Priorities 2022, the status and achievements made so far on each of them are reported to the Executive Board members.

Based on the presentation, the Executive Board concludes that RTRS Priorities seem to be moving smoothly.

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

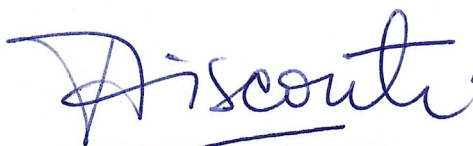
10. *Any other business*

In connection with the proposal for the Closing message for 2021 Written Editorial presented during December 2021 Executive Board meeting which was later on proposed to be approved by written resolution, it is explained that due to a change in the facts that supported the version distributed and approved by the Executive Board members a different version was finally published. After receiving an explanation on the changes introduced, the Executive Board members agree to leave without effect the request for approval by circular decision distributed last December 2021.

Executive Board members decide to move on to the next item on the agenda.

11. *Closing.*

The meeting is closed on Tuesday, April 26th, 2022 at 18:00 CEST time.


Lieven Callewaert
RTRS President
Marcelo Visconti
Executive Director of RTRS