

Minutes No. 191 of the Executive Board Meeting held on
Tuesday, July 12, 2022, 15:00 to 18:00 CEST time (in accordance with article 21,
section [1] of the RTRS Statutes).

Agenda:

1. Welcome to new Executive Board members & Round of Introductions of Board and Secretariat members.
2. Approval of the Executive Board meeting minutes No. 190.
3. Ratification of agreements entered into with Cerquality Consultoria em Sustentabilidade e Certificações Ltda. and Associação Control Union Certificates Ltda., distributed to the Executive Board members on June 22, 2022.
4. Ascertainment of resolutions and Executive Board elections by way of Members' Resolutions in accordance with article 18 of RTRS Statutes (Voting Period I from 22 October 2021 to 21 November 2021 and Voting Period II from 1 June 2022 to 1 July 2022).
5. President, Vice-Presidents and Treasurer elections.
6. Update on the RTRS Chain of Custody Standard Reshaping and new Chain of Custody Module.
7. Update on RTRS 2022 Meeting Point Agenda.
8. (a) June 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, July 12, 2022 at 15:00 CEST time**.

Participants: RTRS Executive Board members:

- Thiago Masson, The Nature Conservancy (TNC) (constituency: Civil Society Organizations): thiago.masson@tnc.org
- Pramel Kumar Gupta, Vrutti, (constituency: Civil Society Organizations): pramel@catalysts.org
- Yan Speranza, Moisés Bertoni Foundation, (constituency: Civil Society Organizations): ysperanza@gmail.com
- Juan Quaine, Salentein Argentina B.V. (constituency: Producers): jquaine@salentein.com
- Enrique Molas, Productores de Soja Paraguay (constituency: Producers): enriquemolas@gmail.com
- Gisela Regina Introvini, FAPCEN (constituency: Producers): giselaintrovini@hotmail.com
- Sébastien Terwagne, French Soy Producers (constituency: Producers): sebastien.terwagne@gaiago.eu





ROUND TABLE ON RESPONSIBLE SOY

- Lieven Callewaert, Alliance4Soy (constituency: Industry, Trade and Finance): lieven.callewaert@soy4brands.org
- Lukas Vogt, ACT Commodities B.V., (constituency: Industry, Trade and Finance): lvogt@actcommodities.com (Alternate for Damiana Meneghetti)
- Maria do Carmo Ferrante, Coöperatieve Rabobank U.A., (constituency: Industry, Trade and Finance): maria.ferrante@rabobank.com
- Kobus Pienaar, Woolworths Holdings Limited South Africa (constituency: Industry, Trade and Finance): kobuspinaar@woolworths.co.za

RTRS Secretariat based in Zurich:

- Romina Pipino, RTRS Administration Officer: romina.pipino@responsiblesoy.org
- Evert Raymakers, RTRS Europe Outreach & 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 Coordinator: 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

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. Welcome to new Executive Board members & Round of Introductions of Board and Secretariat members.

The Executive Director welcomes the new Executive Board members and asks them to briefly introduce themselves.

2. Approval of the Executive Board meeting minutes No. 190.

Minutes No. 190 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. 190 (by consensus).”

3. Ratification of agreements entered into with CerQuality Consultoria em Sustentabilidade e Certificações Ltda. and Associação Control Union Certificates Ltda., distributed to the Executive Board members on June 22, 2022.

Before the beginning of the discussion, Juan Quaine declares a potential conflict of interest related to the item on the agenda due to the relationship of a member of his family with Control Union and, therefore, informs he will refrain from participating in any discussion on the subject and abstain in any voting which may be conducted in connection with the approval of the proposed resolution.

As previously informed to the Executive Board Members, certain non-conformities were found in farms part of Groups I and III of CerQuality Consultoria Em Sustentabilidade e Certificações Ltda. which led to the suspension by Associação Control Union Certificates Ltda. of certificates RTRS-CUC-AGR-COC-0048 and RTRS-CUC-AGR-COC-0078 notified to the group manager on November 19, 2021 and November 22, 2021. The Secretariat has provided to the Executive Board with an update on the progress made in the analysis of the case at each Executive Board meeting held ever since.

After careful consideration of the information received from CerQuality Consultoria Em Sustentabilidade e Certificações Ltda. and Associação Control Union Certificates Ltda. and with the goal of minimizing the impact other courses of action could have had over the achievement of RTRS mission with respect to the compliant producers, the RTRS Executive Board instructed the RTRS Secretariat to inform CerQuality Consultoria Em Sustentabilidade e Certificações Ltda. and Associação Control Union Certificates Ltda. of the decisions made by the Executive Board and document such decisions through a contract with each of such organizations whereby they commit to implement the actions approved by the Executive Board.

Copies of the contracts executed and delivered following the mentioned mandate were distributed to the Executive Board on June 22, 2022, which shall now be ratified by the Executive Board.



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

The RTRS Executive Board resolves the following:

“To ratify the agreements entered into with Cerquality Consultoria em Sustentabilidade e Certificações Ltda. and Associação Control Union Certificates Ltda. in connection with the non-conformities found in certain farms included under certificates RTRS-CUC-AGR-COC-0048 and RTRS-CUC-AGR-COC-0078 (by consensus).”

4. *Ascertainment of resolutions and Executive Board elections by way of Members' Resolutions in accordance with article 18 of RTRS Statutes (Voting Period I from 22 October 2021 to 21 November 2021 and Voting Period II from 1 June 2022 to 1 July 2022).*

According to Swiss authorities, in case resolutions are taken exclusively in writing as permitted by the COVID-Ordinance it is still required that some sort of an assembly of persons ascertains such results. As a result of the foregoing it is required that those resolutions which must be registered with the Commercial Registry in Zurich are hereby ascertained by Executive Board Members

In the absence of any objections, Lieven Callewaert confirms that the Executive Board resolves the following:

It is hereby ascertained that Round Table on Responsible Soy Association (RTRS), based on Art. 27 of Ordinance 3 of June 19, 2020, on measures to combat coronavirus (COVID-19 Ordinance; SR 818.101.24) and based on article 18 of RTRS Statutes passed the following resolution during the Voting Period I from 22 October 2021 to 21 November 2021:

RTRS approved a new RTRS membership fee amount reflecting an increase in the Industry, Trade and Finance constituency membership fee to EUR 3,500. Accordingly, Article 39(6) of RTRS Statutes shall be modified as follows:

Art. 39 Membership Fee

(...)

6 The current annual membership fee is:

Producers > 10,000 ha	EUR 2,500
Industry, Trade and Finance (companies)	EUR 3,500
Civil Society Organizations (Internationals + developed country ¹ + annual budget over EUR 250,000)	EUR 2,500



All others	EUR 250
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(...)

It is hereby further ascertained that Round Table on Responsible Soy Association (RTRS), based on Art. 27 of Ordinance 3 of June 19, 2020, on measures to combat coronavirus (COVID-19 Ordinance; SR 818.101.24) and based on article 18 of RTRS Statutes passed the following resolution during the Voting Period II from 1 June 2022 to 1 July 2022:

RTRS approved a new scaling and membership fee amounts applicable to the Producers constituency and to the Civil Society Organizations constituency. Accordingly, Article 39(6) of RTRS Statutes shall be modified as follows:

Art. 39 Membership Fee

(...)

6 The current annual membership fee is:

Producers	> 10,000 ha certified RTRS and non RTRS certified	EUR 2,500
	< 10,000 ha non RTRS certified	EUR 250
	< 10,000 ha Individual and Multisite RTRS certified producers (total certified and no certified managed land, own or rented farm)	EUR 0
	Associations (organizations which represent interests of producers and do not own farmlands)	EUR 250
Industry, Trade and Finance (companies)		EUR 3,500
Civil Society Organizations	International	EUR 1,250
	Local	EUR 250
Observing Members		EUR 250

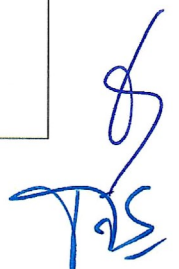


(...)

The current Amended and Restated RTRS Statutes dated 1 July 2022 as per the Annex will be lodged with the Commercial Register of the Canton of Zurich in due course.

It is further ascertained that Round Table on Responsible Soy Association (RTRS), based on Art. 27 of Ordinance 3 of June 19, 2020, on measures to combat coronavirus (COVID-19 Ordinance; SR 818.101.24) and based on article 18 of RTRS Statutes held Executive Board elections as well as the election of the Auditor by written ballot (Voting Period from 1 June 2022 to 1 July 2022) the results of which are as follows:

Constituency	Member Organization	Designated Executive Board Member	Designated Executive Board Member's Address	Alternate Executive Board Member	Term Expiration
Civil Society Organizations	Vrutti	Pramel Kumar Gupta	B-1/504, Blue Highrise Apartments Aakriti Ecocity, Bawaadiya Kalan Bhopal Madhya Pradesh, India	N/A	Elections 2024
Civil Society Organizations	Moisés Bertoni Foundation	Yan Speranza	Ita Ybate 2050 Asunción, Paraguay	Daniel Jacquet (San Ignacio 2648 – Barrio San Isidro Lambaré 110732, Paraguay)	Elections 2024
Civil Society Organizations	The Nature Conservancy	Thiago Masson	Rua Ernesto de Oliveira 430 São Paulo 04116-170, Brazil	1. Melissa Beth Cooney Brito (Rua Joana Angélica 260 apt 304 Ipanema cep 22420-030 Rio de Janeiro – RJ, Brazil); 2. Leandro Baumgarten (Cond. Quintas do Sol – Qd. 9 Conj. F casa 22 Brasília – DF 71680-370 Brazil)	Elections 2023



Industry, Trade and Finance	Alliance 4 Soy ¹	Lieven Maurice Antoine Maria Callewaert	Zuiderbiesten 31; B-9810 Eke-Nazareth, Belgium	N/A	Elections 2024
Industry, Trade and Finance	ACT Commodities B.V.	Damiana Meneghetti	Marcantilaan 259 1051 ND Amsterdam, The Netherlands	1. Lukas Vogt (Westerstraat 158-4 Amsterdam, The Netherlands); 2. Wouter Kuipers (Hoogte Kadijk 129-h, 1018BH, Amsterdam, The Netherlands); 3. Cyrille Scemama (Zocherstraat 23M Amsterdam, The Netherlands); and 4. Jenz Henriksen (Donarstraat 3-H Amsterdam, The Netherlands)	Elections 2024

All persons mentioned above in each single case declared to accept his or her election as an Executive Board member or as an Alternate member of the Executive Board of

RTRS

with registered offices in Zurich, Switzerland.

ANCORA Treuhand AG, Zugerstrasse 2, CH-8820 Wädenswil (Switzerland), was elected as Auditor and declared to accept such election.

5. *President, Vice-Presidents and Treasurer elections.*

The Executive Board members deliberate on the elections of the President, the Vice-Presidents and Treasurer.

In view of the opinions and preferences expressed by the members of the Executive Board, the following is proposed:

- (i) President: re-elect Lieven Maurice Antoine Maria Callewaert as RTRS President, who shall be bestowed with the authority to sign solely,
- (ii) Vice-President: re-elect: Gisela Regina Introvini as RTRS Vice-President,
- (iii) Vice-President: elect: Yan Speranza as RTRS Vice-President,
- (iv) Vice-President: elect: Damiana Meneghetti as RTRS Vice-President, and

¹ Alliance 4 Soy is a Group of RTRS Participating Members formed by: (i) Arla Foods amba, (ii) Unilever Europe B.V., (iii) FrieslandCampina Nutrifed B.V., (iv) Mars INC., (v) Vion NV, (vi) HKScan Oyj, (vii) Lantmännen Ek För, and (viii) Vandenmoortele NV.



(v) Treasurer: re-elect Maria do Carmo Ferrante as RTRS Treasurer, who shall be bestowed with the authority to sign solely.

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

The RTRS Executive Board resolves the following:

“To re-elect Lieven Maurice Antoine Maria Callewaert as RTRS President, who shall be bestowed with the authority to sign solely (by consensus).”

“To re-elect Gisela Regina Introvini as RTRS Vice-President (by consensus).”

“To elect Yan Speranza as RTRS Vice-President (by consensus).”

“To elect Damiana Meneghetti as RTRS Vice-President (by consensus).”

“To re-elect Maria do Carmo Ferrante as RTRS Treasurer, who shall be bestowed with the authority to sign solely (by consensus).”

6. *Update on the RTRS Chain of Custody Standard Reshaping and new Chain of Custody Module.*

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

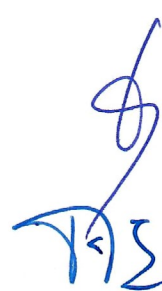
A recapitulation of the objectives of the project is made, the results of the stakeholder engagement approach and main conclusions is shared, and a summary of the European Union Commission proposal for a Regulation on deforestation-free products and the UK Due Diligence requirements is presented to the Executive Board. An explanation about the next steps and challenges of the RTRS Chain of Custody Standard Reshaping and new Chain of Custody Module project is also provided to the Executive Board members.

Lieven Callewaert stresses the need to implement a pilot project with regards to the new Chain of Custody developments, both the reshaped standard and the new module in order to validate the stakeholder and sectorial receptibility and applicability of the protocols before the final development and launching. Lieven Callewaert further requests to take advantage of the RTRS Meeting Point 2022 in November in Germany to preliminarily present the advances of the RTRS Chain of Custody Standard Reshaping and new Chain of Custody Module. It is informed to the Executive Board that a specific slot in the RTRS Meeting Point agenda has already been reserved for this the topic.

After an exchange of views, the Executive Board members decide to move on to the next item of the agenda

7. *Update on RTRS 2022 Meeting Point Agenda.*

An update on the agenda of the RTRS Meeting Point 2022 is shared with the Executive Board members.



Executive Board members agree on the three main blocks of subjects:

- Informative session on European Union Commission proposal for a Regulation on deforestation-free products; including a slot to present the advances on the RTRS Chain of Custody Standard Reshaping and new Chain of Custody Module.
- Visibility Session on Sustainable Sourcing: Producer's storytelling; Synergies & collaborations.
- Informative session about Environmental Footprint + other innovations such as Regenerative Agriculture.

The Executive Board members also agree on potential keynote speakers to be invited to frame the sessions (f.i. Emmanuel Faber, Chair of the International Sustainability Standards Board (ISSB) & Former Danone CEO; and Gunter Pauli - Entrepreneur & Writer).

Additionally, the logistics and agenda for the meetings to be held in Germany and Switzerland between November 21, 2022, and November 25, 2022, according to the schedule below is further aligned and agreed with Executive Board members:

MONDAY 21	TUESDAY 22	WEDNESDAY 23	THUERSDAY 24	FRIDAY 25
Arrival Germany	RTRS Meeting Point at Bayer Facilities	Activity at Bayer-Campus Monheim Germany	EB Meeting + EB Strategy Meeting Switzerland	EB Strategy Meeting Switzerland
EB Meeting and Final Alignment Meeting Point 2022		Arrival Switzerland		Back Home

After an exchange of views, the Executive Board members decide to move on to the next item of the agenda.

8. (a) June 2022 Key Performance Indicators (KPIs) & (b) Priorities update.

In view of the limited time available for this meeting, the Executive Board members decide to move on to the next item of the agenda.

9. Any other business.


The Executive Board members decide not to discuss any other business.

10. Closing.

The meeting is closed on Tuesday, July 12nd, 2022 at 18:00 CEST time.






Lieven Callewaert
President of RTRS Executive Board



Marcelo Visconti
Executive Director of RTRS