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ROUND TABLE ON RESPONSIBLE SOY ASSOCIATION (RTRS)

MEMBERS’ WRITTEN RESOLUTIONS 2020

As a result of the novel coronavirus pandemic outbreak that affected the entire globe during 2020, RTRS faced organizational challenges that required the joint effort of all RTRS Members, RTRS Executive Board members and members of the RTRS Secretariat. One significant example of those challenges is the suspension of the 14th General Assembly Meeting (the “GA14”).

In this regard, it is important to highlight that the Swiss Federal Council, on March 13, 2020, issued an Ordinance on Measures to Combat the Coronavirus (the “Ordinance”), which enabled RTRS to take the necessary measures aimed at ensuring that the RTRS Participating Members could exercise their rights while complying with the Swiss Federal Health Authorities’ requirements regarding hygiene and social distancing. In this sense, the Ordinance allowed RTRS, as a Swiss association, to make the proper arrangements in order to allow the RTRS Participating Members to exercise their voting rights in writing.

Taking into consideration the guidelines set forth by the Ordinance, the RTRS Executive Board members decided, during their meeting held on April 2, 2020, to (i) suspend the GA14, (ii) postpone the approval of the resolutions that were going to be dealt with at the GA14, (iii) submit the RTRS Standard for Responsible Corn Production and its ancillary technical documents for the consideration of the Participating Members by means of a written resolution in accordance with the voting procedure set forth in Article 18 of RTRS Statutes, and (iv) carry out the elections of Executive Board members nominated to fill in vacant seats for the period 2020-2022 by means of an ad-hoc written based procedure, in accordance with the requirements set forth in Article 27(9) et seq. of RTRS Statutes.

Furthermore, the RTRS Executive Board members, during their meeting held on May 18, 2020, approved all the necessary documents to implement the decisions mentioned in (iii) and (iv) of the preceding paragraph. These documents included the relevant Voting Notice -annexed hereto- published on the RTRS Website on May 28, 2020, which provided for the rules applicable to the written based voting procedures for (i) the approval of the RTRS Standard for Responsible Corn Production and its ancillary technical documents, and (ii) the elections of Executive Board members nominated to fill in vacant seats for the period 2020-2022.

Having closed the voting period started upon the publication of the Voting Notice on May 28, 2020, and ended on June 27, 2020 (the “Voting Period”), below there is a summary of the results obtained:
1) Approval of the RTRS Standard for Responsible Corn Production and its ancillary technical documents.

In accordance with the written based voting procedure adopted for the consideration of this resolution -following the requirements of Article 18 of RTRS Statutes-, it was first required that the simple majority (more than half) of all Participating Members at the time of the publication of the Voting Notice (without consideration of the constituencies) cast a vote through the relevant Voting Ballot Sheet either (i) by casting a vote in favor or against the resolution, or (ii) by abstaining from voting. Otherwise, the resolution shall be deemed rejected.

At the time of the publication of the Voting Notice RTRS had 140 Participating Members consisting of:

- Constituency Producers: 12 Participating Members
- Constituency Industry, Trade and Finance: 116 Participating Members
- Constituency Civil Society Organizations: 12 Participating Members

Therefore, in order for the resolution to be passed a minimum participation of 71 Participating Members was required.

According to the counting of the Voting Ballot Sheets delivered during the Voting Period, 69 Participating Members took part in the voting on this resolution out of which 57 Participating Members voted in favor of the resolution, 2 Participating Members voted against and 10 Participating Members abstained.

As a consequence of the above, since no simple majority (more than half) of all 140 Participating Members at the time of the publication of the Voting Notice (without consideration of the constituencies) cast a vote, the resolution shall be deemed rejected in accordance with Article 18(5) et seq. of RTRS Statutes.

The undersigned, in her capacity as President of the Executive Board of Round Table on Responsible Soy Association (RTRS), hereby certifies the following:

The RTRS Standard for Responsible Corn Production and its ancillary technical documents are rejected in accordance with Article 18(5) et seq. of RTRS Statutes.

2) Elections of Executive Board members nominated to fill in vacant seats for the period 2020-2022.

a) Civil Society Organizations constituency.

Although there were three available seats in the Civil Society Organizations constituency, only 1 candidacy was received.

In accordance with the ad-hoc written based voting procedure adopted for the elections of Executive Board members nominated to fill in vacant seats for the period 2020-2022 -following the requirements of Article 27(9) et seq. of RTRS Statutes-, it was first required that the simple majority (more than half) of the Participating Members of the Civil Society
Organizations constituency at the time of the publication of the Voting Notice cast a vote through the relevant Voting Ballot Sheet either (i) by casting a vote in favor or against the election, or (ii) by abstaining from voting.

At the time of the publication of the Voting Notice, the Civil Society Organizations constituency was composed by 12 Participating Members and, therefore, a minimum participation of 7 of them was required.

According to the counting of the Voting Ballot Sheets delivered during the Voting Period, 10 Participating Members took part in the procedure and, as a consequence, the first requirement was duly satisfied.

As explained in the Voting Notice, in order for a candidate to be elected, it must also obtain the approval by the simple majority of those Participating Members who cast a vote, for which purpose abstentions were to be disregarded.

The voting resulted in the following:

<table>
<thead>
<tr>
<th>Name</th>
<th>In Favor</th>
<th>Against</th>
<th>Abstain</th>
</tr>
</thead>
<tbody>
<tr>
<td>CDP WORLDWIDE (Principal: Morgan Gillespy; Alternates: 1. Sareh Forouzesh, 2. Lauro Marins, and 3. Rodrigo Cassola)</td>
<td>10 votes (100%)</td>
<td>0 votes (0%)</td>
<td>0</td>
</tr>
</tbody>
</table>

Since the simple majority (more than half of the valid votes cast) within the Civil Society Organizations constituency cast a vote in favor of the only candidate, such candidate shall be elected.

The undersigned, in her capacity as President of the Executive Board of Round Table on Responsible Soy Association (RTRS), hereby certifies the following:

CDP WORLDWIDE has been elected as Executive Board member having Morgan Gillespy as Designated Executive Board member and 1. Sareh Forouzesh, 2. Lauro Marins, and 3. Rodrigo Cassola as Alternate Executive Board members (by simple majority).

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

with registered offices in Zurich, Switzerland.

b) Industry, Trade and Finance constituency.

In the case of the Industry, Trade and Finance constituency, three candidacies were received for two available seats. It must be noted that in this scenario, Participating Members of said constituency were entitled to vote in favor of or against each of the three candidates (or abstain).
In accordance with the ad-hoc written based voting procedure adopted for the elections of Executive Board members nominated to fill in vacant seats for the period 2020-2022 -following the requirements of Article 27(9) et seq. of RTRS Statutes-, it was first required that the simple majority (more than half) of the Participating Members of the Industry, Trade and Finance constituency at the time of the publication of the Voting Notice cast a vote through the relevant Voting Ballot Sheet in connection with each candidate, either (i) by casting a vote in favor or against the election, or (ii) by abstaining from voting.

At the time of the publication of the Voting Notice, the Industry, Trade and Finance constituency was composed by 116 Participating Members and, therefore, a minimum participation of 59 of them was required.

According to the counting of the Voting Ballot Sheets delivered during the Voting Period, 78 Participating Members took part in the procedure in connection with the candidacy of ACT GROUP B.V., 75 took part in the procedure in connection with the candidacy of ALLIANCE 4 SOY and 76 took part in the procedure in connection with the candidacy of CARGILL and, as a consequence, the first requirement was duly satisfied in relation to all the candidates.

As explained in the Voting Notice, in order for a candidate to be elected, it must also obtain the approval by the simple majority of those Participating Members who cast a vote, for which purpose abstentions were to be disregarded. In the case of the Industry, Trade and Finance constituency where more candidacies than available seats were received, in case the simple majority was achieved in connection with the three candidates, the two obtaining the highest percentage of favorable votes shall be elected.

The voting resulted in the following:

<table>
<thead>
<tr>
<th>Name</th>
<th>In Favor</th>
<th>Against</th>
<th>Abstain</th>
</tr>
</thead>
<tbody>
<tr>
<td>ACT GROUP B.V. (Principal: Jorn Jasper Schouten)</td>
<td>63 votes (94.03%)</td>
<td>4 votes (5.97%)</td>
<td>11</td>
</tr>
<tr>
<td>ALLIANCE 4 SOY (Principal: Lieven Callewaert)</td>
<td>59 votes (93.65%)</td>
<td>4 votes (6.35%)</td>
<td>12</td>
</tr>
<tr>
<td>CARGILL (Principal: Renata Nogueira de Athayde; Alternates: 1. Ricardo Sugiura, 2. Eric Geglio, 3. Dawn Emerson, 4. Alexandra Experton, and 5. John Hartmann)</td>
<td>25 votes (55.56%)</td>
<td>20 votes (44.44%)</td>
<td>31</td>
</tr>
</tbody>
</table>

Since the simple majority of votes (more than half of the valid votes cast) within the Industry, Trade and Finance constituency was obtained by the three candidates, ACT GROUP B.V. with a 94.03% and ALLIANCE 4 SOY with a 93.65% of favorable votes shall be elected.

The undersigned, in her capacity as President of the Executive Board of Round Table on Responsible Soy Association (RTRS), hereby certifies the following:
(i) ACT GROUP B.V. has been re-elected as Executive Board member having Jom Jasper Schouten as Designated Executive Board member (by simple majority); and

(ii) ALLIANCE 4 SOY has been re-elected as Executive Board member having Lieven Callewaert as Designated Executive Board member (by simple majority).

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

RTRS

with registered offices in Zurich, Switzerland.

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

<table>
<thead>
<tr>
<th>Designated Executive Board member</th>
<th>Member Organization</th>
<th>Term Expiration</th>
<th>Constituency</th>
<th>Alternate Executive Board member</th>
</tr>
</thead>
<tbody>
<tr>
<td>Juliana de Lavor Lopes</td>
<td>Amaggi Exportação e Importação Ltda.</td>
<td>GA 2021</td>
<td>Producers</td>
<td>- Fabiana Luri Dias Doi Regueiro (GA 2021)</td>
</tr>
<tr>
<td>Marina Born</td>
<td>Caldenes S.A.</td>
<td>GA 2021</td>
<td>Producers</td>
<td>- Roberto Ferber (GA 2021)</td>
</tr>
<tr>
<td>Gisela Regina Introvini</td>
<td>Fundação de Apoio a Pesquisa do Corredor de Exportação Norte</td>
<td>GA 2021</td>
<td>Producers</td>
<td>- Ana Carolyne Ribeiro Queiroz (GA 2021)</td>
</tr>
<tr>
<td>Luiz Carlos Iaquinta Filho</td>
<td>Bartira Agropecuária S.A.</td>
<td>GA 2021</td>
<td>Producers</td>
<td>- Fabricio de Freitas (GA 2021)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>- Mario Frioli (GA 2021)</td>
</tr>
<tr>
<td>Anadir Regina da Graça Paiva</td>
<td>Associação Amigos da Terra de Sorriso – CAT Sorriso</td>
<td>GA 2021</td>
<td>Producers</td>
<td>- Maria Cristina Delicato (GA 2021)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>- Luiz Henrique Salcher (GA 2021)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>- Alfeo Trecenti (GA 2021)</td>
</tr>
<tr>
<td>Hernán Zunino</td>
<td>The Nature Conservancy</td>
<td>GA 2021</td>
<td>Civil Society Organizations</td>
<td>- David Cleary (GA 2021)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>- Giovana Baggio (GA 2021)</td>
</tr>
<tr>
<td>Name</td>
<td>Organization</td>
<td>Year</td>
<td>Position</td>
<td>Signatures</td>
</tr>
<tr>
<td>-----------------------------</td>
<td>--------------------------------</td>
<td>------</td>
<td>--------------------------------------------</td>
<td>---------------------------------------------------------------------------</td>
</tr>
<tr>
<td>Ulises Javier Martinez Ortiz</td>
<td>Fundación Vida Silvestre Argentina</td>
<td>GA 2021</td>
<td>Civil Society Organizations</td>
<td>- Melissa Brito (GA 2021)&lt;br&gt;- Leandro Baumgarten (GA 2021)</td>
</tr>
<tr>
<td>Morgan Gillespy</td>
<td>CDP Worldwide</td>
<td>GA 2022</td>
<td>Civil Society Organizations</td>
<td>- María Eugenia Periago (GA 2021)&lt;br&gt;- Sareh Forouzesh (GA 2022)&lt;br&gt;- Lauro Marins (GA 2022)&lt;br&gt;- Rodrigo Cassola (GA 2022)</td>
</tr>
<tr>
<td>Stefan Heinke</td>
<td>Bayer AG</td>
<td>GA 2021</td>
<td>Industry, Trade and Finance</td>
<td>- Andrew Knepp (GA 2021)&lt;br&gt;- Christiane Lourenço (GA 2021)</td>
</tr>
<tr>
<td>Jorn Jasper Schouten</td>
<td>ACT Group B.V.</td>
<td>GA 2022</td>
<td>Industry, Trade and Finance</td>
<td></td>
</tr>
<tr>
<td>Lieven Callewaert</td>
<td>Alliance 4 Soy¹</td>
<td>GA 2022</td>
<td>Industry, Trade and Finance</td>
<td></td>
</tr>
</tbody>
</table>

¹ The members of Alliance 4 Soy are: (i) Arla Foods amba, (ii) Unilever Supply Chain Company AG, (iii) FrieslandCampina Nutriteed B.V., (iv) Mars INC., (v) Vion NV, (vi) HKScan Oyj, (vii) Lantmännen Ek För, and (viii) Vandenmoortele NV.
Dear RTRS Members,

As it has been previously informed, after an exhaustive analysis on the COVID-19 pandemic situation, the RTRS Executive Board members decided, during their meeting held on April 2, 2020, to suspend the 14th RTRS General Assembly Meeting (the “GA14”).

Furthermore, the Executive Board members decided to (i) postpone the approval of the resolutions that were going to be dealt with at the GA14, (ii) submit the RTRS Standard for Responsible Corn Production and its ancillary technical documents for the consideration of the Participating Members by means of a written resolution in accordance with the voting procedure set forth in Article 18 of RTRS Statutes, and (iii) carry out the elections of Executive Board members nominated to fill in vacant seats for the period 2020-2022 by means of an ad-hoc written based procedure, in accordance with the requirements set forth in Article 27(9) et seq. of RTRS Statutes.

As a consequence of the above, the purpose of this Voting Notice is to provide the RTRS Members with the relevant information, instructions and documents necessary for the exercise of the voting rights in connection with the approval of the RTRS Standard for Responsible Corn Production and its ancillary technical documents and the elections of Executive Board members nominated to fill in vacant seats for the period 2020-2022.

Please be kindly reminded that Observing Members are not involved in these voting procedures, as they do not have voting rights. Only Participating Members are entitled to cast votes using the Voting Ballot Sheets attached hereto.

3) Approval of the RTRS Standard for Responsible Corn Production and its ancillary technical documents.

A) Introduction.

As corn is the typical crop used to rotate with soy in the majority of countries where RTRS is present, the RTRS Standard for Responsible Corn Production seems to be a good complement to the existent Soy Production Standard.

Bearing this in mind, RTRS has decided to support sustainable practices at farm level, addressing in this new standard potential management, social and environmental risks related to corn production.

The RTRS Standard for Responsible Corn Production is intended to be applicable for all RTRS certified soybean producers that are willing to include their corn production in their certified farms under this new scheme.

After a thorough development process that included the formation of a working group and the holding of public consultations, the RTRS Executive Board...
members, during their meeting held on February 12, 2020, approved the RTRS Standard for Responsible Corn Production and its ancillary technical documents, which are hereby submitted for the consideration of the Participating Members.

B) Documents.

Please find attached as Annex 1 the following documents, which are hereby proposed to be approved:

- Annex 1.a.- RTRS Standard for Responsible Corn Production V1.0
- Annex 1.b.- RTRS Accreditation and Certification procedures for responsible soy production V4.4_ENG
- Annex 1.c.- Progressive Entry Level for RTRS Standard on Responsible Corn Production V1.0_ENG
- Annex 1.d.- RTRS Chain of Custody Standard V2.3_ENG
- Annex 1.e.- RTRS Chain of Custody Accreditation and Certification Procedure for Certification Bodies V3.3_ENG
- Annex 1.f.- RTRS Group and Multi-site certification procedure for CBs_V3.2_ENG
- Annex 1.g.- RTRS Group and Multi-site Certification Standard V3.2_ENG
- Annex 1.i.- RTRS Use of the Logo & Claims Procedure V4.2 - ENG
- Annex 1.j.- Yield Estimation Methodology for RTRS Certification_ENG_V1.1

C) Voting procedure (in accordance with the requirements set forth in Article 18 of RTRS Statutes).

I. Participating Members must cast their votes using the “Voting Ballot Sheet No. 1” attached hereto. Participating Members will have 30 calendar days to exercise their voting rights starting upon the date of this Voting Notice and ending on June 27, 2020 (the “Voting Period”). The Voting Ballot Sheet No. 1 must be printed, completed, executed and delivered to the RTRS Secretariat either by postal delivery or by e-mail to info@responsiblesoy.org (cc daniel.kazimierski@responsiblesoy.org).
Any Voting Ballot Sheet No. 1 which is submitted after the Voting Period will be disregarded.

II. In order for the resolution to be passed it is required that (i) a simple majority (more than half) of all 140 Participating Members at the time of the publication of this Voting Notice (without consideration of the constituencies) cast a vote either (y) by casting a vote in favor or against the resolution or (z) by abstaining from voting, using the “Voting Ballot Sheet No. 1,” and at the same time (ii) no Participating Member cast a vote against the resolution.

III. If no simple majority of all Participating Members is achieved, the resolution will be deemed rejected.

IV. If simple majority of all Participating Members is achieved, but at least one Participating Member has cast a vote against the resolution, a re-counting of the votes on constituency level will be conducted by the RTRS Secretariat.

V. If such re-counting of the votes reveals a simple majority (more than half of the valid votes cast) in favor of the resolution within each of the constituencies having cast a vote, the resolution will be deemed passed.

VI. If such re-counting of the votes reveals a simple majority (more than half of the valid votes cast) in favor of the resolution within any of the constituencies having cast a vote not being achieved, the resolution will be deemed rejected.

VII. In order to calculate whether the simple majority has been achieved under V and VI above, abstentions will be disregarded.

4) Elections of Executive Board members nominated to fill in vacant seats for the period 2020-2022.

A) Introduction.

Please be informed that, for the period 2020-2022, there are five (5) vacant seats on the Executive Board equivalent to three (3) vacant seats within the Civil Society Organizations constituency and two (2) vacant seats within the Industry, Trade and Finance constituency.

B) Documents.

Please find attached as Annex 2 the list of Executive Board candidates validly nominated to fill in vacant seats within the Civil Society Organizations constituency and the Industry, Trade and Finance constituency.

Please be informed that

- for the Civil Society Organizations constituency less nominations than vacant seats were received; and
• for the Industry, Trade and Finance constituency more nominations than vacant seats were received.

C) Ad-hoc written based voting procedure (in accordance with the requirements set forth in Article 27(9) et seq. of RTRS Statutes).

I. The election of the Executive Board members will be conducted by constituency.

II. Participating Members from the Civil Society Organizations constituency and the Industry, Trade and Finance constituency must cast their votes using the “Voting Ballot Sheet No. 2” attached hereto. Such Participating Members will have 30 calendar days to exercise their voting rights starting upon the date of this Voting Notice and ending on June 27, 2020 (the “Voting Period”). The Voting Ballot Sheet No. 2 must be printed, completed, executed and delivered to the RTRS Secretariat either by postal delivery or by email to info@responsiblesoy.org (cc daniel.kazimierski@responsiblesoy.org). Any Voting Ballot Sheet No. 2 which is submitted after the Voting Period will be disregarded.

III. The election of each Executive Board member will require (i) that the simple majority (more than half) of the Participating Members of the relevant constituency at the time of the publication of this Voting Notice cast a vote either (y) by casting a vote in favor or against the election or (z) by abstaining from voting, using the “Voting Ballot Sheet No. 2,” and (ii) the approval by simple majority (more than half of the valid votes cast) within the respective constituency. In order to calculate whether the simple majority has been achieved under (ii) above, abstentions will be disregarded.

IV. In the case of the Industry, Trade and Finance constituency where more nominations than vacant seats were received, each Participating Member shall be entitled to vote in favor or against each of the candidates of its constituency. If the requirements described in III.(i) and III.(ii) above are satisfied in connection with more candidates than vacant seats, the candidate(s) with the highest percentage of favorable votes shall be elected. In case of tied votes, the election shall be determined by drawing of lots.

V. In the case of the Civil Society Organizations constituency where less nominations than vacant seats were received, or if the satisfaction of the requirements described in III.(i) and III.(ii) above cannot be achieved for the election of a number of Executive Board members equivalent to the number of vacant seats either within the Civil Society Organizations constituency or the Industry, Trade and Finance constituency, the seats not filled shall remain vacant and the members of the Executive Board representing such constituency may nominate an interim member to fill the vacant positions until the next General Assembly Meeting as provided for in Article 20(9) of RTRS Statutes.

The results of both voting procedures will be announced to the RTRS Members by email and they will also be published on the RTRS Website, at the latest on July 12, 2020.
We remain available for any further clarifications in connection with this Voting Notice.

Best regards,