

Minutes No. 198 of the Executive Board Meeting held on

Tuesday, April 18, 2023, 15:00 to 18:00 CEST time (in accordance with article 21, section [1] of the RTRS Statutes).

Agenda:

- 1. Notification of the resignation of Marcelo Visconti as legal representative of RTRS in Argentina and Executive Director.
- 2. Appointment of the new legal representative in Argentina.
- 3. Approval of the Executive Board meeting minutes No. 197.
- 4. Resignation by RTRS Executive Board member.
- 5. Vice-President election.
- 6. Approval of the amount, scaling, and payment method of the membership fee in accordance with Article 39(3) of RTRS Statutes in order to submit it for the approval of Participating Members by written resolution in accordance with the voting procedure set forth in Article 18 of RTRS Statutes.
- 7. Approval of (i) the Ghent "Endowed Chair" project; (ii) RTRS contribution for the Ghent "Endowed Chair" project and (iii) RTRS partnership in the "Nature Positive" Documentary.
- 8. Approval of Latest Estimate I (LE1).
- 9. 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.
- 10. Approval of the Executive Board meeting schedule proposal for the second semester of 2023.
- 11. Approval of the expulsion of Aves Reproductoras de Centroamerica S.A. due to the default of its obligation to pay the annual membership fee due on April 1st of the previous calendar year, as set forth in Article 8(1) of RTRS Statutes, in order to submit its expulsion for the approval of Participating Members by written resolution in accordance with the voting procedure set forth in Article 18 of RTRS Statutes.
- 12. Update on the (i) RTRS Chain of Custody Standard Reshaping & new Chain of Custody Model, and on the (ii) Workplan & Budget 2023.
- 13. Approval of the Workplan & Budget 2023.
- 14. Update on SustainIt project and on the Non-Disclosure Agreement (NDA).
- 15. Approval of Non-Disclosure Agreements (NDA).
- 16. Update on the RTRS Meeting Point 2023 & Field Trip.
- 17. Update on "Green Claims" (EU GCD) Directive proposal.
- 18. (a) March 2023 Key Performance Indicators (KPIs) & (b) Priorities update.
- 19. Any other business.
- 20. Closing.





A. Introduction

The meeting of the Executive Board of Round Table on Responsible Soy Association (RTRS) starts on April 18, 2023, 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): <u>pramel@catalysts.org</u>
- Gisela Regina Introvini, FAPCEN (constituency: Producers): giselaintrovini@hotmail.com
- Juan Quaine, Salentein Argentina B.V. (constituency: Producers): <u>iquaine@salentein.com</u>
- Yogesh Dwivedi, Madhya Bharat Consortium of Farmers Producer Company Limited (MBCFPCL) (constituency: Producers): yogesh@mbcfpcl.org
- Sébastien Terwagne, French Soy Producers (constituency: Producers): sebastien.terwagne@gaiago.eu
- Lieven Callewaert, Alliance4Soy (constituency: Industry, Trade and Finance): <u>lieven.callewaert@soy4brands.org</u>
- Lukas Vogt, ACT Commodities B.V. (constituency: Industry, Trade and Finance): lvogt@actcommodities.com
- Gerhard Adam, Bayer AG (constituency: Industry, Trade and Finance): gerhard.adam@bayer.com
- Taciano Custodio, Coöperatieve Rabobank U.A., (constituency: Industry, Trade and Finance): taciano.custodio@rabobank.com

RTRS Secretariat based in Zurich:

 Evert Raymakers, RTRS Europe Outreach & Engagement Manager: evert.raymakers@responsiblesov.org

RTRS Secretariat based in Buenos Aires:

- Marcelo Visconti, RTRS Executive Director: marcelo.visconti@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:

 Mabel Fernández, RTRS Financial External Consultant: <u>mabelau.fernandez@gmail.com</u>

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 and if there are any objection to the participation of the special guests. No other topics are included, and no objections are raised in connection with the participation of the special guests. 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. Notification of the resignation of Marcelo Visconti as legal representative of RTRS in Argentina and Executive Director.

Lieven Callewaert takes the floor and mentions that, as the Executive Board members are already aware of, on March 6th, 2023, Marcelo Visconti filed his resignation to his employment agreement as Executive Director of RTRS and legal representative of the representation office in Argentina of RTRS, effective as of June 6, 2023.

Lieven Callewaert explains that, in light of this development, it is necessary to appoint a replacement for the position of (a) legal representative, for which purpose a proposal will be discussed in the following item of the agenda of this meeting, and (b) Executive Director, for which purpose a public call will be made to begin the recruitment process of said position.

Lieven Callewaert mentions that, in order to guarantee continuity of operations by RTRS Secretariat, in the interim and in parallel with the recruitment process of a new Executive Director, RTRS will try to retain the services of Daniel Kazimierski to act as a free-lance part-time interim Chief Operating Officer for up to a period of six months, who has a proven experience in our mission and has already worked for RTRS for several years.

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

The RTRS Executive Board resolves the following:

"To record the resignation of Marcelo Visconti to his employment agreement as Executive Director and as legal representative of RTRS in Argentina, to revoke Marcelo Visconti as legal representative of RTRS in the Republic of Argentina, as well as to revoke any power of attorney granted to him, and to request Marcelo Visconti to proceed with his resignation according to Argentine law (by consensus)."

2. Appointment of the new legal representative in Argentina.



Lieven Callewaert takes the floor and explains that, as a result of the resignation of the current legal representative of RTRS in Argentina, an Argentinian resident as replacement must be appointed to comply with local laws. He then introduces Galo Alberto Rodríguez Vázquez as candidate for the position of legal representative of the representation in Argentina of Round Table on Responsible Soy.

He further proposes that Galo will be granted the power to 1- Purchase, sell, license, exchange, lease as lessor or lessee, import, export or take part in all the activities included in the corporate purpose of the Association; 2- Claim, collect and pay amounts of any kind and nature related to the Association and negotiate with the Association's debtors as to the payment of their debts, to grant partial releases and acquittals as deemed fit and issue and demand receipts; 3- Receive and answer any kind of correspondence related to the Association and withdraw and receive, from post offices as well as from any other office, all kinds of documents, securities, personal property, drafts, moneys and parcels and take from customs, train stations, bus stations and shipping companies all kinds of goods and cargoes addressed to the Association, and make all necessary claims; 4-Represent the Association in all kinds of procedures, acts and formalities before national, provincial or municipal Agencies, Offices, Secretariat and/or instrumentality, being entitled to execute all the documents and perform all acts necessary to such end; 5-Execute lease agreements as to real or personal property, including safety boxes with any public or private, national or foreign bank, necessary for the operation of the Association; 6- Issue, draw, accept, claim, collect, protest, endorse and negotiate bills of exchange, checks and any other security as well as credit documents related to the operation of the Association; 7- Open or maintain current accounts, credit facilities, savings accounts within the Republic of Argentina or abroad, being entitled to appoint authorized signatories thereto, deposit or withdraw funds, and to close and open new accounts and freely dispose of the funds, and issue all checks and receipts required; 8- Perform any act and negotiate with public officers, legal entities or individuals in relation to the activities of the Association, to execute contracts in connection with the activities of the Association and set forth the terms and conditions thereof, to amend or terminate contracts executed or to be executed in the future. To execute any document, either public or private, as well as subpoenas or notices necessary for the continued operation of the Association or required by law. 9- To act in the name and on behalf of the Association before any court and tribunal as well as labor courts or any other court, governmental agency, union and any other private or public institution. To represent the Association in any financial and administrative, legal, legal and administrative and arbitration proceeding, to answer to any complaint and remedy, to file or take part in arbitration proceedings and in any kind of legal actions, either civil, criminal, labor and/or otherwise, to represent the Association during said legal actions and file appeals, including requests for annulment, in any court or tribunal of any venue and/or jurisdiction up to the rendering of final judgment and full execution thereof. To appear in court as plaintiff or defendant in actions for claims, proofs, testimony, attachments, collections, trials, dismissals, transactions or any other proceeding in furtherance of the interests of the Association; 10- Hire, suspend or dismiss employees and workers of the Association and determine their duties and remuneration; 11- Answer to judicial or extrajudicial queries that might be notified at the Association's legal domicile; 12-Perform any other act necessary and/or convenient for the operation of the Association. 13- Delegate all or part of the Powers hereof into one or more persons, at its exclusive criteria, being entitled to grant and execute all the powers of attorney necessary to such end and revoke the same if necessary.



After some exchanges of insights and in the absence of any objections, Lieven Callewaert confirms that the Executive Board approves the resolution.

The RTRS Executive Board resolves the following:

"To appoint Mr. Galo Alberto Rodríguez Vázquez, Argentine ID N° 24.957.928, as new legal representative of RTRS in Argentina and to grant him the power to take any and all actions, to adopt any and all decisions and to execute any and all documents that may be required to fulfill the purposes of the Association provided for in the Statutes of the Association, included the powers to perform all actions described in items 1 through 13 listed above (by consensus)."

"To grant special power of attorney in favor of Messrs. Mr. Galo A. Rodríguez Vázquez, María Mercedes Palladino, Isabel Muscolo and María Laura Hernández and/or any other person duly authorized by them so that any of them acting individually can perform all necessary acts to register the resolutions adopted herein, specially empowered to sign every document, to file replies; and to sign and approve modifications to what has been resolved herein and obtain the approval of any proceedings before the PR, Tax Authority and any other governmental entity being entitled to sign documents, notes, sworn statements and being specially empowered to sign all kind of documents and legal opinions, publish in the Official Gazette, answer requests, and to execute any other actions that may be necessary to such ends"

"To change the legal domicile of the representation of the Association to Avenida Corrientes 922, piso 1, Of. 4, Autonomous City of Buenos Aires."

"To set forth, pursuant to section 208, in fine, of the Resolution No. 7/2015 issued by the PR (Inspección General de Justicia), the following special postal domicile: Utoquai 29/31, CH-8008, Zurich, Switzerland, and the following e-mail address at: lieven.callewaert@resonsiblesoy.org for notice delivery purposes related to the performance and/or cessation of the appointed legal Representative."

3. Approval of the Executive Board meeting minutes No. 197.

Minutes No. 197 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. 197 (by consensus)."

4. Resignation by RTRS Executive Board member.

For purposes of registration with the Commercial Register in Zürich the RTRS Executive Board is required to take note of the resignation declared by the following Executive Board member:





 Do Monte Meneghetti, Damiana, representing ACT Commodities, Vice-President of the RTRS Executive Board, resignation declared on March 2nd, 2023.

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 and take note of the resignation by RTRS Executive Board member (by consensus)."

5. Vice-President election.

Lukas Vogt, Swiss citizen, in Amsterdam (NL), member of the RTRS Executive Board by way of succession following the resignation of Do Monte Meneghetti, Damiana, and representing ACT Commodities, is being elected as Vice-President. Lukas Vogt declares to accept the election as Vice-President of RTRS having its seat in Zurich, Switzerland.

After some exchanges of insights and in the absence of any objections, Lieven Callewaert confirms that the Executive Board approves the resolution.

The RTRS Executive Board resolves the following:

"To elect Lukas Vogt as RTRS Vice-President (by consensus)."

6. Approval of the amount, scaling, and payment method of the membership fee in accordance with Article 39(3) of RTRS Statutes in order to submit it for the approval of Participating Members by written resolution in accordance with the voting procedure set forth in Article 18 of RTRS Statutes.

The Executive Board members are informed about the amount, scaling, and payment method of the membership fee.

In such respect, the Executive Board members take note of the current membership fee, and it is proposed to maintain it without changes:

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, owned 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	





After some exchanges of insights and 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 amount, scaling, and payment method of the membership fee in accordance with Article 39(3) of RTRS Statutes in order to submit it 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)."

7. Approval of (i) the Ghent "Endowed Chair" project; (ii) RTRS contribution for the Ghent "Endowed Chair" project and (iii) RTRS partnership in the "Nature Positive" Documentary.

The Executive Board members are introduced to the Ghent "Endowed Chair" project's vision, mission, and activity pillars.

The Steering Committe members of such project are introduced. The Steering Committe will be composed by professor Dr. Mia Eeckhout (Promotor, Ugent), Dr. Hilde Willekens (Strategic science relations Ugent), and a professor from Ugent yet to be defined, the RTRS Executive Director, and Lieven Callewaert (President of RTRS and representative of Alliance4SOY group in the Industry, Trade and Finance constituency).

Subsequently, the Advisory Board participants are listed: Dr. Wayne Visser (a top-100 sustainability leader by ABC Carbon and author of "Thriving, an innovation agenda for turning our biggest global societal challenges into opportunities to thrive), Jean-François Timmers (Global Soy Lead, WWF), Patricia De Clercq (Secretary General of Agriculture & Fisheries, Flemish Government, tbc), Xander Beks (CEO, I4NATURE, tbc) and Gisela Introvini (FAPCEN, RTRS member and representative of the Producer constituency).

The Ghent "Endowed Chair" project's budget and funding for the period 2023-2024 are presented to the Executive Board members. It is proposed that RTRS might contribute a fund of €20,000 (twenty thousand euros) as an initial funding partner.

Gerhard Adam points out that the project's content should be oriented more towards sustainable production than on the food industry, and that it should ensure a bilateral rapport between the production countries and Europe.

Thiago Masson celebrates the academic approach and the value it might bring to RTRS and suggests for the project to include content related to climate change.

Taciano Custodio also mentions that the Ghent "Endowed Chair" project is in line with "Beyond 2020" RTRS Strategy.

Lieven Callewaert remarks that, during 2023, the focus will be on the Ghent "Endowed Chair" project launch, for example, during RTRS Meeting Point 2023, and on the preliminary activities.

Moving on to the Thriving World Tour – 2023/24 organized by Professor Wayne Visser and Indira Kartlallozi, Lieven Callewaert shares that the "Nature Positive: A





Documentary Series about Regenerating Our Planet" could be an interesting opportunity for RTRS to participate.

He further requests to the Executive Board authorization for him to advance on conversations with Prof. Wayne Visser to explore future opportunities of collaboration.

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 (i) Ghent "Endowed Chair" project; (ii) RTRS contribution for the Ghent "Endowed Chair" project and (iii) RTRS partnership in the "Nature Positive" Documentary to the Executive Board members (by consensus)."

8. Approval of Latest Estimate I (LE1).

The Latest Estimate I (LE1) is presented to the Executive Board members. It is explained that it is the first review of the approved Budget 2023 and, in view of the performance of the first quarter of the year, RTRS's focus remains on following the agreed priorities.

Regarding the financial results, the operating costs were reviewed and increased by €50.000 (fifty thousand euros) in order to reflect the support given to the Collaborative Soy Initiative (CSI) overall work plan 2023 and the RTRS contribution to the Ghent "Endowed Chair" project.

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)."

9. Approval of (i) ANCORA Trenhand 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 to proceed to the submission of 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)."

10. Approval of the Executive Board meeting schedule proposal for the second semester of 2023.

The Executive Board meeting schedule proposal for the second semester of 2023 is presented to the Executive Board members. It is reminded that it was agreed that the goal for 2023 is to hold a total of 7 meetings: 3 on the first semester, 3 on the second semester and to leave one date as "placeholder" in case any approval process requires it.

The following is the schedule proposal for the second semester of 2023:

EB Meetings 2° Semester 2023 – Virtual/Zoom

w/c August 28 (29nd, 30th, 31st)

w/c October 23 (24th, 25th, 26th)

w/c December 13 (12th, 13th, 14th)

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 semester of 2023 (by consensus)."

11. Approval of the expulsion of Aves Reproductoras de Centroamerica S.A. due to the default of its obligation to pay the annual membership fee due on April 1st of the previous calendar year, as set forth in Article 8(1) of RTRS Statutes, in order to submit its expulsion for the approval of Participating Members by written resolution in accordance with the voting procedure set forth in Article 18 of RTRS Statutes.

In accordance with Article 8(1) of RTRS Statutes, it is proposed to terminate the membership of Aves Reproductoras de Centroamerica S.A., which was suspended during the Executive Board meeting held on October 6, 2022, due to the default of its obligation to pay the annual membership fee due on April 1st of 2022.

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

The RTRS Executive Board resolves the following:

"To terminate the membership of Aves Reproductoras de Centroamerica S.A. due to the default of its obligation to pay the annual membership fee due on April 1st of the previous calendar year, as set forth in Article 8(1) of RTRS Statutes, in order to submit its expulsion 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)."





12. Update on the (i) RTRS Chain of Custody Standard Reshaping & new Chain of Custody Model, and on the (ii) Workplan & Budget 2023.

The Peterson's team presents to the Executive Board members an update on the RTRS Chain of Custody Standard Reshaping & new Chain of Custody Model and on the Workplan & Budget 2023.

Thiago Masson emphasizes how important it is to define how will RTRS move forward regarding the "conversion free" criteria within the new Chain of Custody Model.

He stresses on behalf of The Nature Conservancy (TNC), that the TNC expects for RTRS to include the verification of "conversion free" as a mandatory verification requirement together with the verification of "deforestation free," instead of including it as an option as it is currently being proposed by RTRS and Peterson. He further states that this decision can affect TNC's participation on the RTRS Executive Board.

Lieven Callewaert takes the floor and states that establishing the verification of "conversion free" as an optional verification requirement can be seen as a competitive advantage for RTRS.

Thiago Masson shares his concern about the potential reputational risk that might impact RTRS's image if the decision to make the verification of "conversion free" an optional verification requirement is solely based on market demand and does not consider facts and scientific evidence on the impacts of conversion on the climate crisis.

The Executive Board members agree for the Civil Society Organizations constituency to participate on the Project Advisory Group.

Taciano Custodio expresses the need for the Pilot project to include the verification of both deforestation and conversion verification requirements.

Gerhard Adam mentions the potential risk that requesting mandatory conversion verification requirements from the very beginning might have and how it might be inconsistent with the Food Security Global agenda.

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.

13. Approval of the Workplan & Budget 2023.

The Workplan & Budget 2023 for the RTRS Chain of Custody Standard Reshaping & new Chain of Custody Model are presented and subject to the Executive Board's approval.

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 Workplan & Budget 2023 (by consensus)."

14. Update on SustainIt project and on the Non-Disclosure Agreements (NDA).





The update on the SustainIt project is presented to the Executive Board. It is informed that the project is co-created by multiple actors in food & agriculture supply chains initiatives, with the aim of becoming the leading sector-owned sustainability measurement one-stop-shop platform, enabling value chain partners to focus on generating more impact by using a single, pre-competitive and common solution tool. It is expressed that there is a willingness to discuss with RTRS a potential partnership and to identify opportunities that this project might bring to the organisation.

The Non-Disclosure Agreement (NDA) is presented to the Executive Board members for their consideration in case it is decided to further engage with the SustainIt project as an investor and/or an advisor in the "Build Phase." It is further explained that the objective of the Build Phase is to create a common language around sustainability in food & agriculture supply chains, and a data & insights platform centered around transparency, insights and impact.

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.

15. Approval of Non-Disclosure Agreement (NDA).

The Non-Disclosure Agreement (NDA) within the SustainIt project is presented and submitted for approval 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 approve the Non-Disclosure Agreements (NDA) (by consensus)."

16. Update on the RTRS Meeting Point 2023 & Field Trip.

In view of the limited time available in this meeting, the Executive Board members decide to postpone the consideration of this item of the agenda, and it is agreed to include it in next meeting agenda.

17. Update on "Green Claims" (EU GCD) Directive proposal.

In view of the limited time available in this meeting, the Executive Board members decide to postpone the consideration of this item of the agenda, and it is agreed to include it in next meeting agenda.

18. (a) March 2023 Key Performance Indicators (KPIs) & (b) Priorities update.

In view of the limited time available in this meeting, the Executive Board members decide to postpone the consideration of this item of the agenda, and it is agreed that the RTRS Secretariat will distribute to the Executive Board members after this meeting the annexes corresponding to this topic.

19. Any other business.

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





20. Closing.

The meeting is closed on Tuesday, April 18th, 2023, at 18:00 CET time.

Lieven Callewaert

President of RTRS Executive Board

Marcelo Visconti

Executive Director of RTRS