

BY-LAWS OF BANCO DE ALIMENTOS - CIVIL ASSOCIATION

CHAPTER I

NAME, HEADQUARTERS AND PURPOSES

Article 1 - Banco de Alimentos, founded on March 30th 1998, with headquarters in the State of São Paulo, at Rua Atibaia, 218, Pacaembú, is a not-for-profit civil association which shall run for no final term and covering all the national territory.

Paragraph One - Banco de Alimentos will dedicate itself to the welfare of all, with no discrimination of origin, race, gender, color, age, religion, political beliefs or any other form of prejudice.

Paragraph Two - The purposes of Banco de Alimentos are to promote social welfare, food and nutritional safety, volunteer work, economic and social development and combating poverty, to guarantee life, reduce damages and prevent food risks. It is a welfare entity that provides continued, permanent and planned services of basic social protection, through services directed to prevent situations of vulnerability and to individuals who already are in situation of vulnerability and underprivilege, with no food safety.

Article 2 - Banco de Alimentos conducts its activities as follows:

a) collecting and receiving food donated by the private and/or public sector, including, farmers, tradespeople, food cooperatives, industries, restaurants, bars, individuals, which is then freely distributed to beneficiaries (underprivileged individuals) under direct supervision of Banco de Alimentos.

b) acting on the causes and consequences of poverty and hunger;

Paragraph One - In pursuing its goals, Banco de Alimentos may request funds from public and/or private, national or international entities, receive donations and organize events the proceeds of which will be used to maintain and develop its activities.

Paragraph Two - Donations will be accepted from any individuals or legal entities, unincorporated entities, whether or not members.

Paragraph Three - All donations and subsidies received shall be directed to the purposes herein described.

Paragraph Four - Banco de Alimentos will apply all its revenues, earnings, yields and any operational result obtained solely in the national territory and to maintain and develop its institutional purposes.

Article 3 - In conducting its activities, Banco de Alimentos shall abide by the principles of legality, impersonality, morality, publicity, economy and efficiency.

CHAPTER II

MEMBERS

Article 4 - Banco de Alimentos is composed by an unlimited number of members, divided into the following categories:

- a) founders: signatories of the minutes of incorporation;
- b) meritorious members: those who have provided relevant services, at the discretion of the Board and as approved by the General Meeting;
- c) contributors: individuals over 18, committed to the fight for the eradication of hunger and misery, to be admitted upon proposal submitted to and approved by the Board of Directors and referenced by the Annual General Meeting by simple majority.

Sole Paragraph: Members are not jointly and severally liable for any obligations or charges of Banco de Alimentos.

Article 5 - The following are rights of founding and meritorious members:

- a) to participate in General Meetings;
- b) introduce new members;
- c) resign by letter submitted to the Board of Directors.

Article 6 - The following are duties of founding and meritorious members:

- a) to contribute effectively, relevantly and persistently, in different ways, to help Banco de Alimentos achieve its corporate purposes, participating in the combat to eradicate hunger and misery;
- b) to participate in General Meetings and, when not possible, to be represented by power of attorney;
- c) to comply with and cause compliance with these By-laws;
- d) to abide by the determinations of the Board of Directors and resolutions adopted by the General Meeting.

Article 7 - The following are rights of contributing members:

- a) to contribute, through volunteer work and/or donation of food and/or financial resources and/or other goods or benefits to help Banco de Alimentos achieve its purposes;

- b) to be informed about accounts rendering.

Article 8 - Failure to comply with the duties set forth in these By-laws, and ensured the right of defense, will authorize the Board of Directors to propose to the Audit Committee exclusion of such member, which shall be determined by absolute majority of its members, with the possibility of appealing to the General Meeting within 05 (five) days from notification of the decision. The decision of the General Meeting will be adopted by the majority vote of those in attendance.

CHAPTER III

BODIES OF THE ASSOCIATION

Article 9 - The following are bodies of Banco de Alimentos:

- a) Deliberative: General Meeting;
- b) Executive: Board of Directors;
- c) Supervisory: Audit Committee;
- d) Guidance: Advisory Board.

Article 10 - The General Meeting, the supreme body of the association, will be composed by the founding and meritorious members enjoying all political and statutory rights.

Article 11 - It is incumbent solely upon the General Meeting:

- a) to elect and remove the Board of Directors;
- b) to approve the accounts;
- c) to amend these By-laws;
- d) to extinguish the association, pursuant to article 25;
- e) to deliberate on the convenience of disposing of, mortgaging or exchanging properties of the association;
- f) to resolve on other matters of interest of Banco de Alimentos.

Sole Paragraph - Resolutions of the General Meeting will be adopted by simple majority, except as otherwise provided in law and the Chairperson of Banco de Alimentos will have the casting vote in the event of ties.

Article 12 - The General Meeting will meet, ordinarily, once a year to:

- a) analyze the annual report of the Board of Directors;

b) to discuss other matters of interest of Banco d Alimentos, to the extent included in the agenda contained in the call notice.

Sole Paragraph - This fiscal year will coincide with the calendar year.

Article 13 - The General Meeting will meet extraordinarily when convened:

- a) by the Board of Directors;
- b) at the request of at least 20% of the meritorious members;
- c) at the request of at least 1 founding member.

Article 14 - The General Meeting will be convened by notice affixed at the headquarters of Banco de Alimentos and through circulars sent by mail with return receipt including the agenda, at least 15 (fifteen) days in advance, or by e-mail.

Sole Paragraph - Any meeting will be called to order at the first call on the designated day and time with the presence of at least 50% of the members. If no quorum is verified, after 30 (thirty) minutes from the time indicated in the notice, the General Meeting will be called to order with any number of members in attendance.

Article 15 - Banco de Alimentos will adopt administrative management practices required and sufficient to prevent, individually or collectively, personal advantages or benefits resulting from participation in decision-making processes.

Article 16 - The Board of Directors will be composed by one chairman and one secretary, who will be in office for 3 (three) years, with the possibility of being reelected for the same period, with no limitation to the number of reelections.

Article 17 - It is incumbent upon the Board of Directors:

- a) to use best efforts to help the association achieve the purposes listed in article 2;
- b) to prepare and present the annual report to the General Meeting;
- c) to execute agreements with national or international, public or private institutions, for mutual cooperation in activities of common interest;
- d) to appoint and remove the members of the Advisory Board.

Article 18 - The Advisory Board, an auxiliary body of the Board of Directors, will be composed by an unlimited number of members with terms in office of 3 (three) years, with the possibility of being reelected for the same period, with no limitation to the number of reelections.

Paragraph One - The Advisory Board will be composed by members selected among all members or by individuals with expert knowledge and recognition in their areas, who

may provide technical assistance for the development of the purposes of Banco de Alimentos.

Paragraph Two - The members of the Advisory Board will be appointed and removed by the Board of Directors.

Article 19 - It is incumbent upon the Advisory Board:

- a) to direct works and research;
- b) to comment on projects, programs and budgets;
- c) to cooperate to improve quality, productivity and other types of improvements of the activities of Banco de Alimentos;
- d) to express their views on other matters submitted by the Board of Directors.

Article 20 - It is incumbent upon the Chairperson:

- a) to represent “Banco de Alimentos” actively or passively, in and out of court;
- b) to comply with and enforce these By-laws;
- c) to hire and dismiss employees;
- d) to grant power of attorney, the instrument of which will include powers and term of validity, except for judicial powers of attorney, which shall be valid for no final term;
- e) to chair the General Meeting;
- f) to convene and chair meetings of the Board of Directors;
- g) to sign the accounts, balance sheets and checks of Banco de Alimentos;
- h) to collect and record contributions of members, revenues, help and donations in cash or in kind, maintaining updated bookkeeping;
- i) to pay expense bills;
- j) to present income and expense reports whenever requested;
- k) to present the financial report to be submitted to the General Meeting;
- l) to keep under his/her guard and responsibility treasury-related cash and documents, including bank accounts.

Article 21 - It is incumbent upon the Secretary:

- a) to serve as secretary at meetings of the Board of Directors and the General Meeting and draft minutes thereof;
- b) to publicize the entity's activities;
- c) to reply to all mail;
- d) to organize member forms;
- e) to be responsible for the secretary books, documents and files.

Article 22 - The Audit Committee, with the attributions set forth in these By-laws, will be composed by 3 (three) members elected by the General Meeting, with terms of office coinciding with that of the Board of Directors.

Article 23 - It is incumbent upon the Audit Committee:

- a) to review accounting books and other bookkeeping documents;
- b) to review the biannual balance sheet;
- c) to review the balance sheets and inventory accompanying the annual report of the Board of Directors;
- d) to express their views on the balance sheets and reports of financial and accounting performance, as well as equity operations performed by the association;
- e) to draft opinions about the items listed above to higher bodies.

CHAPTER IV

EQUITY

Article 24 - The Banco de Alimentos's equity will be composed of movable and real estate properties, livestock, shares, public debt bonds, contributions from members, aid and donations in cash or in kind.

Article 25 - By resolution of the General Meeting, in the event of dissolution of the association, all remaining assets will be directed to another similar incorporated institution registered at CNAS, with head offices and activities predominantly in the State of São Paulo.

CHAPTER V

FINAL PROVISIONS

Article 26 - Banco de Alimentos will be dissolved by resolution of extraordinary General Meeting convened specifically for this purpose, at such time as continuing its activities becomes impossible.

Article 27 - These By-laws may be fully or partially amended from time to time by resolution of two thirds of the persons in attendance at a General Meeting specifically convened for this purpose and will go into force on the date it is registered at the registry office.

Article 28 - Cases not covered herein shall be resolved by the Board of Directors and approved by the General Meeting.

São Paulo, October 4th 2018.

(illegible signature)
Luciana Chinaglia Quintão
Chairperson

(illegible signature)
1st Witness
Name: Jullieth Mendonça Fontes
CPF: 400.320.068-37
RG: 48.052.907-3

(illegible signature)
2nd Witness
Name: Claudia Maria Annunçah
CPF: 200.420.968-20
RG: 22.937.406-2

(illegible signature)
Attorney of Record
Eduardo Boccuzzi
OAB/SP n. 105.300