

BANCO DE ALIMENTOS – CIVIL ASSOCIATION

Brazilian Corporate Taxpayer ID Number (CNPJ): 02.736.449/0001-48

EXTRAORDINARY GENERAL MEETING (EGM) MINUTES

HELD ON FEBRUARY 1, 2022, AT 11:00 AM

1. Date, Time, and Place: February 1, 2022, 11:00 am, at the association's headquarters at Rua Atibaia, 218, Pacaembu, São Paulo, SP, Brazil.

2. Table: Ms. Luciana Chinaglia Quintão (Chairwoman) and Mario Nisticó (Secretary).

3. Notice of the Meeting: A public notice was posted at the company's headquarters. No circulars, since all members were notified by email and advised of the agenda to be deliberated.

4. Quorum: All members present, according to the EGM Attendance List.

5. Deliberations:

a) The following benefactor members were unanimously approved:

- Sergio Goldman, Brazilian, married, engineer, born on 5/21/1961, registered under Brazilian individual taxpayer ID number (CPF) 890.392.117-87, bearer of Brazilian identity card (RG) number 50.122.696-5, residing at Rua Escobar Ortiz, 604, Ap. 121, CEP 04512-051, São Paulo, SP, Brazil;
- Cristina Evaristo de Queiroz, Brazilian, divorced, psychoanalyst, born on 3/15/1971, registered under CPF 141.507.108-05, bearer of RG number 20.431.384-3, residing at Rua Mascarenhas Homem, 79, Cond. São Paulo II, CEP 06706-145, Cotia, SP, Brazil;

- Gilce Velasco, Brazilian, divorced, psychologist, born on 10/25/1948, registered under CPF 519.708.998-91, bearer of RG number 3.939.276-4, residing at Rua Diógenes Ribeiro de Lima, 1506, CEP 05458- 001, São Paulo, SP, Brazil;
- b) The dismissal of benefactor members José Luiz Sá de Castro Lima and Paulo de Souza Soares de Almeida was unanimously approved. They will no longer be part of the Banco de Alimentos – Civil Association;
- c) The reappointment of Luciana Chinaglia Quintão to the position of Chairwoman and appointment of Mario Nisticó to the position of Secretary was unanimously approved, with both joining the Executive Board, as qualified below:
- Chairwoman Luciana Chinaglia Quintão, Brazilian, legally separated, economist, ID No. 05.677.424-3/RJ, CPF/MF No. 606.795.657-87, resident and domiciled at Rua Professor Nova Gomes, 59, São Paulo/SP, CEP 05448 -100;
 - Secretary: Mario Nisticó, Brazilian, divorced, engineer, ID No. 10.314.887-5/SSP/SP, CPF/MF No. 035.761.578-67, resident and domiciled at Rua Professor Nova Gomes, 59, Vila Madalena, São Paulo, CEP 05448-100;
- d) The members elected to the Fiscal Committee were unanimously approved, now comprising:
- Ana Paula Pinho Candeloro, Brazilian, married, business manager, born on 8/27/1965, registered under CPF 103.816.778-77, bearer of RG number 11.606.087-6, residing at Rua Alves Guimarães, 218, Ap.30, CEP 05410-000, São Paulo, SP, Brazil;
 - Tércio Baptista Garcia, Brazilian, married, accountant, born on 6/30/1967, registered under CPF 089.250.788-80, bearer of RG number 16.400.922-x, residing at Av. Eng. Alberto de Zagottis, 897, Ap.182 Bloco 04, CEP 04675-085, Sao Paulo, SP, Brazil; and

- Marcelo Barreiros Simonato, Brazilian, married, administrator, born on 8/21/1997, registered under CPF 179.938.398-90, bearer of RG number 24.802.554-5, residing at. Al. das Quaresmeiras, 49, Ap.101, Cond. Portal de Itu, CEP 13301-644, Itu, SP, Brazil.

e) The amendment to Article 2 of the Bylaws was unanimously approved to include new actions to achieve the Association's social purposes;

f) Due to the amendment approved in item "d" above, Article 2 of the Bylaws becomes effective with the following wording:

Article 2 - Banco de Alimentos is dedicated to its activities as follows:

a) collecting and receiving donated foods from the private and/or public sectors, such as agricultural producers, traders, food cooperatives, industries, restaurants, bars, and individuals, to be distributed to consumer beneficiaries (needy individuals), with direct or indirect supervision by Banco de Alimentos;

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

c) fostering actions that can change the culture of food waste and its impact on the environment and raise society's awareness of the real dimension of hunger and its effects on human development;

d) acting on the overall concept of education, with a central emphasis on food education;

e) raising society's awareness of the topics the association addresses, using various cultural and artistic means to produce and broadcast cultural activities, such as audiovisuals, theatrical plays, workshops, exhibitions, documentaries, seminars, conferences, educational games (digital or otherwise);

f) claiming rights and influencing the formulation and implementation of public policies that meet the association's institutional purposes through advocacy;

g) developing and fostering scientific research in general and in the association's area of expertise, including in partnerships with academia;

- h) establishing support and entering into agreements with other non-governmental organizations that defend similar or complementary causes;*
- i) entering into agreements with government officials and public entities such as autonomous and state-owned companies;*
- j) providing society, governments, and the press with information and data on hunger, malnutrition, food waste, healthy eating, and other related topics that are relevant to the association's activities;*
- k) acting on issues related to organic solid waste management.”*

g) In view of the amendments, the Bylaws' consolidated content is transcribed with the deliberated and approved amendments in the annex.

6. Closing: There being no further business to discuss, the Chairwoman thanked everyone for attending, and the session was suspended for the time needed to draw up these minutes, which, after being read and approved, will be signed by all.

São Paulo, Brazil, February 1, 2021.

Luciana Chinaglia Quintão
Chairwoman and Founder-Member

Mario Nisticó
Secretary

Claudia Elisabete Schwerz
Benefactor Member

Sérgio Goldman
Benefactor Member

Cristina Evaristo de Queiroz
Benefactor Member

Gilce Velasco
Benefactor Member

Eduardo Boccuzzi

Founding Member

Managing Attorney - Brazilian Bar Association License Number (OAB/SP) 105.300

BANCO DE ALIMENTOS CIVIL ASSOCIATION BYLAWS

CHAPTER I

LEGAL NAME, HEADQUARTERS, AND PURPOSES

Article 1 - The civil association Banco de Alimentos, founded on March 30, 1998 and headquartered in the State of São Paulo, at Rua Atibaia, 218, Pacaembu, is a non-profit civil association that will last for an indefinite term that covers all of Brazil.

1st Paragraph - Banco de Alimentos will promote the good of all without prejudice relating to birthplace, race, sex, color, age, religion, political belief, or any other form of discrimination.

2nd Paragraph - Banco de Alimentos aims to foster social assistance, food and nutrition

security, volunteer work, and economic and social development, and to fight against poverty, aiming to promote life, reduce harm, and prevent food safety risk. It acts as a service entity that provides planned, continuous, and permanent basic social protection through services that prevent vulnerability for individuals who are already vulnerable and in need, and who do not have guaranteed food security.

Article 2 - Banco de Alimentos is dedicated to its activities as follows:

- a) collecting and receiving donated foods from the private and/or public sectors, such as agricultural producers, traders, food cooperatives, industries, restaurants, bars, and individuals, to be distributed to consumer beneficiaries (needy individuals), with direct or indirect supervision by Banco de Alimentos;
- b) acting on the causes and consequences of poverty and hunger;
- c) fostering actions that can change the culture of food waste and its impact on the environment and raise society's awareness of the real dimension of hunger and its effects on human development;
- d) acting on the overall concept of education, with a central emphasis on food education;
- e) raising society's awareness of the topics the association addresses, using various cultural and artistic means to produce and broadcast cultural activities, such as audiovisuals, theatrical plays, workshops, exhibitions, documentaries, seminars, conferences, educational games (digital or otherwise);
- f) claiming rights and influencing the formulation and implementation of public policies that meet the association's institutional purposes through advocacy;

- g) developing and fostering scientific research in general and in the association's area of expertise, including in partnerships with academia;
- h) establishing support and entering into agreements with other non-governmental organizations that defend similar or complementary causes;
- i) entering into agreements with government officials and public entities such as autonomous and state-owned companies;
- j) providing society, governments, and the press with information and data on hunger, malnutrition, food waste, healthy eating, and other related topics that are relevant to the association's activities;
- k) acting on issues related to organic solid waste management.

1st Paragraph - To achieve its objectives, Banco de Alimentos may apply for funding from public and/or private entities (national and international), accept donations, and organize fund raising events for the maintenance and development of its activities.

2nd Paragraph - Donations will be accepted from any individuals, legal entities, and unincorporated entities, members or not.

3rd Paragraph - Donations and grants received will be applied for the purposes described herein.

4th Paragraph - Banco de Alimentos will apply its revenues, income, earnings, and any operating returns entirely in Brazil and for the maintenance and development of its institutional objectives.

Article 3 - Banco de Alimentos will carry out its activities legally, impersonally, morally, transparently, economically, and efficiently.

CHAPTER II

THE MEMBERS

Article 4 - Banco de Alimentos has no limit on the number of members, categorized as follows:

- a) founders: those who signed the founding document;
- b) benefactors: those who have provided relevant services, at the discretion of the board and approval of the general meeting;
- c) contributors: over 18 years of age, committed to eradicating hunger and poverty, admitted through a proposal sent to and approved by the Board of Directors at an ordinary general meeting by a simple majority.

Sole Paragraph: Members are not jointly or separately liable for any Banco de Alimentos liabilities or charges.

Article 5 - Founding and benefactor members have the rights to:

- a) take part in general meetings;
- b) introduce new members;
- c) voluntarily resign via a letter addressed to the Board of Directors.

Article 6 - Founding and benefactor members must:

- a) make highly diverse, relevant, continuous, and effective contributions to help Banco

de Alimentos fulfill its social purposes, thus participating in the fight to eradicate hunger and poverty;

- b) participate in general meetings or be represented by proxy when unable;
- c) comply with and enforce these Bylaws;
- d) comply with the Board of Directors' decisions and deliberations made at general meetings.

Article 7 - Contributing members have the right to and must:

- a) contribute with volunteer work, and/or food, and/or financial resources, and/or other goods or benefits that help Banco de Alimentos achieve its objectives;
- b) read and acknowledge all of the association's accounting and finance documentation.

Article 8 - In the event of noncompliance with the duties provided for in these Bylaws, and if the right to defense is ensured, the Board of Directors may propose to the Fiscal Committee that a member be excluded, which will only occur if an absolute majority of its members agree. In addition, such a decision may always be appealed at a general meeting, if the member in question so desires, within five (5) days of their acknowledgment of the decision, and the meeting will decide based on a majority vote by those present.

CHAPTER III

ASSOCIATION BODIES

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

- a) Deliberative: General Meeting;
- b) Executive: Board of Directors;
- c) Accounting: Fiscal Committee;
- d) Advisory: Advisory Committee.

Article 10 - The general meeting, the association's most senior body, will comprise the founding members and benefactors in accordance with their political and statutory rights.

Article 11 - It is incumbent upon the general meeting to privately:

- a) elect and dismiss members of the Board of Directors;
- b) approve accounts;
- c) decide on amendments to these Bylaws;
- d) decide on the dissolution of the association, under Article 25;
- e) decide on the advisability of selling, mortgaging, or exchanging assets;
- f) decide on other matters of interest to Banco de Alimentos.

Sole Paragraph - Decisions will be made at general meetings by a simple majority, except in cases otherwise provided for by law. In the event of a tie, the Banco de Alimentos chairperson will have the final say.

Article 12 - The general meeting will ordinarily be held once a year to:

- a) consider the board's annual report;
- b) discuss other matters of interest to Banco de Alimentos, as long as they are included in the call notice.

Sole paragraph - The fiscal year will coincide with the calendar year.

Article 13 - The general meeting will be held extraordinarily when called:

- a) by the Board of Directors;
- b) at the request of at least 20% of the benefactor members;
- c) by request of at least one of the founding members.

Article 14 - The call for a general meeting will be made through a public notice posted at the Banco de Alimentos headquarters and via circulars containing the meeting's agenda, which will be sent by certified mail at least fifteen (15) days in advance, or by email.

Sole Paragraph - Any meeting will have its first call made on the designated day and time, with the presence of at least 50% of the members. If there is no quorum and thirty (30) minutes have elapsed from the time in the notice, a second call will be made for the meeting with any number of members present.

Article 15 - Banco de Alimentos will adopt the necessary and sufficient administrative management practices to prevent individuals or groups from obtaining personal benefits and advantages as a result of participating in the decision-making processes.

Article 16 - The Board of Directors will comprise a chairperson and a secretary with three-year terms who may be re-elected for an equal period with no limit on the number of terms.

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

- a) make every effort to achieve the association's objectives listed in Article 2;
- b) prepare and present the annual report at general meetings;
- c) enter into agreements with national or international public or private institutions for mutual collaboration in activities of common interest;
- d) appoint and dismiss members of the Advisory Committee.

Article 18 – The Advisory Committee, an auxiliary body of the Board of Directors, will comprise an unlimited number of members with terms that coincide with the Board of Directors'. They may be re-elected for an equal period with no limit on the number of terms.

1st Paragraph – Members of the Advisory Committee will be chosen from the associate members or people renowned for their knowledge and recognized in their fields who can technically contribute to developing Banco de Alimentos' purposes.

2nd Paragraph - Advisory Committee members will be appointed and dismissed by the board.

Article 19 – It is incumbent upon the Advisory Committee to:

- a) guide work and research;
- b) give opinions on projects, programs, and budgets;
- c) collaborate to improve quality, productivity, and other ways of bettering the activities of Banco de Alimentos;

d) give opinion son other matters deliberated by the Board of Directors.

Article 20 - It is incumbent upon the Chairperson of the Board of Directors to:

a) represent Banco de Alimentos actively and passively, judicially and extrajudicially;

b) comply with and enforce these Bylaws;

c) hire and fire employees;

d) appoint representatives, establishing their powers and terms in the respective instrument, except for terms granted for judicial purposes, which will be valid for an indefinite term;

e) preside over the general meeting;

f) call and preside over board meetings;

g) sign Banco de Alimentos accounts, balance sheets, and checks;

h) collect and account for membership contributions, rent, aid, and donations in cash or in-kind, keeping the bookkeeping up to date;

i) pay bills for expenses;

j) submit income and expense reports whenever requested;

k) present the financial report to be submitted at the general meeting;

l) keep cash and documents relating to the finance department, including bank

accounts, under their custody and responsibility.

Article 21 - It is incumbent upon the Secretary to:

- a) act as secretary at Board of Directors' meetings and general meetings, and take minutes;
- b) publish all news of the association's activities;
- c) respond to any and all correspondence;
- d) organize membership files;
- e) be responsible for the secretariat's books, documents, and files.

Article 22 - Per these Bylaws, the Fiscal Committee will comprise three (3) members elected at the general meeting, whose terms will coincide with the Board of Directors'.

Article 23- It is incumbent upon the Fiscal Committee to:

- a) examine accounts and other bookkeeping documents;
- b) examine the semi-annual balance sheet;
- c) analyze balance sheets and inventories that accompany the annual report;
- d) give opinions on the balance sheets, financial and accounting performance reports, and the association's equity operations;
- e) issue opinions concerning the aforementioned items to bodies superior to the institution.

CHAPTER IV

ASSETS

Article 24 - Banco de Alimentos assets will comprise property, real estate, animals, shares, bonds, member contributions, aid, and donations in cash or in-kind.

Article 25 - In the event that the association dissolves, a general meeting will be called to decide on another similar and legally recognized institution registered with Brazil's National Council for Social Assistance (CNAS), with its headquarters and financial activity in the state of São Paulo, Brazil, will receive the remaining assets.

CHAPTER V

FINAL PROVISIONS

Article 26 - Banco de Alimentos will be dissolved by decision at an EGM, convened for this purpose, from the moment it becomes impossible to continue its activities.

b- These Bylaws may be amended, in whole or in part, at any time, by decision of two-thirds of those present at a general meeting, convened for this purpose, and will enter into force on the date it is registered at the notary office.

Article 28 - Omissions will be resolved by the Board of Directors, with the approval of the general meeting.

São Paulo, Brazil, February 1, 2022.

Luciana Chinaglia Quintão
Chairwoman

1st Witness

Name:

CPF:

RG:

2nd Witness

Name:

CPF:

RG:

Attorney

Eduardo Boccuzzi

OAB/SP No. 105.300