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FOREIGN PROFIT/NONPROFIT CORPORATION
NUTRIPLANT FERTILIZERS INC

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MAR 16 2022

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: NUTRIPLANT FERTILIZERS INC

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

RICARDO PANSA

Name of Person

NUTRIPLANT FERTILIZERS INC

Firm/Company

RUA ARNALDO 388, VILA ENGENHO NOVO

Address

BARUERI, SAO PAULO, 06415-110

City/State and Zip code

STATE@TAXHOUSE.US

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

RICARDO PANSA

at (954) 482 500

Name of Person

Area Code

Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

Please make check payable to: **FLORIDA DEPARTMENT OF STATE**

- ☐ \$70.00 Filing Fee ☒ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

(((1122000094840 3)))

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. NUTRIPLANT FERTILIZERS INC

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ine.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. FEDERATIVE REPUBLIC OF BRAZIL3. N/A

(State or country under the law of which it is incorporated)

(FEI number, if applicable)

4. 10/16/19795. N/A

(Date of incorporation)

(Date of duration, if other than perpetual)

6. N/A

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. RUA ARNALDO 388, VILA ENGENHO NOVO, BARGUERI, SAO PAULO, 06415-110

(Principal office street address)

2840 NE 25TH ST FORT LAUDERDALE, FL 33305

(Current mailing address, if different)

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: TAX HOUSE CORPORATION

Office Address: 1100 SOUTH FEDERAL HWY

DEERFIELD BEACH

(City)

, Florida 33441

(Zip code)

9. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Registered agent's signature)

10. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

11. For initial indexing purposes, list names, titles and addresses of the primary officers and/or directors [up to six (6) total]:

2022 MAR 16 AM 9:27
FILED
TAX HOUSE CORP

A. DIRECTORS

☐ Chairman Name: RICARDO PANSA

☐ Vice Chairman Address: 2840 NE 25TH ST

☐ Director FORT LAUDERDALE, FL 33305

☒ President _____

☐ Vice President _____

☐ Secretary ☐ Treasurer

☐ Other _____ ☐ Other _____

☐ Chairman Name: EDUARDO LESSA PANSA

☐ Vice Chairman Address: 2840 NE 25TH ST

☒ Director FORT LAUDERDALE, FL 33305

☐ President _____

☐ Vice President _____

☐ Secretary ☐ Treasurer

☐ Other _____ ☐ Other _____

☐ Chairman Name: EMILIO PANSA

☐ Vice Chairman Address: 2840 NE 25TH ST

☒ Director FORT LAUDERDALE, FL 33305

☐ President _____

☐ Vice President _____

☐ Secretary ☐ Treasurer

☐ Other _____ ☐ Other _____

☐ Chairman Name: MARIO GROFFI

☐ Vice Chairman Address: 2840 NE 25TH ST

☒ Director FORT LAUDERDALE, FL 33305

☐ President _____

☐ Vice President _____

☐ Secretary ☐ Treasurer

☐ Other _____ ☐ Other _____

☐ Chairman Name: _____

☐ Vice Chairman Address: _____

☐ Director _____

☐ President _____

☐ Vice President _____

☐ Secretary ☐ Treasurer

☐ Other _____ ☐ Other _____

☐ Chairman Name: _____

☐ Vice Chairman Address: _____

☐ Director _____

☐ President _____

☐ Vice President _____

☐ Secretary ☐ Treasurer

☐ Other _____ ☐ Other _____

Important Notice: Use an attachment to report more than six (6). The attachment will be intaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

Ricardo Pansa

12

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s 817.155, F.S.

13 RICARDO PANSA, PRESIDENT

(Typed or printed name and capacity of person signing application)

JUCESP FILE No.
0.320.361/20-2

NUTRIPLANT INDÚSTRIA E COMÉRCIO
An Authorized Publicly-Held Company
CNPJ/MF No. 51.128.999/0001 -90
NIRE 35.300.320.930

MINUTES OF THE ANNUAL GENERAL STOCKHOLDERS' MEETING
HELD ON APRIL 30, 2020

Date, time, venue: On the thirtieth day of April 2020, 10:00 am, at the Company's head office located in the city of Barueri, state of São Paulo, at Rua Arnaldo, 388, Bairro Engenho Novo, CEP 06415-110.

Call: Duly carried out, in accordance with the Notice of Meeting disclosed on March 31, 2020 on the websites of the Company (<http://www.nutriplant.com.br/ri>), of B3 S.A. - Brasil, Bolsa, Balcão (<http://www.b3.com.br>), and of CVM (<http://www.cvm.gov.br>), in conformity with the provisions of Brazilian Corporate Law (Law No. 6404/76) and under the terms of Article 19 of Provisional Measure No. 651/14, which releases the Company from publishing the Notice of Meeting on the Official Gazette of the State of São Paulo (*Diário Oficial do Estado de São Paulo*) and newspaper *Diário do Comércio e Indústria do Estado de São Paulo*.

Attendance: Stockholders representing seventy-four point eighty percent (74.80%) of the Company's total and voting capital, as stated in the Stockholder Attendance Book.

Chair: Chairman: Mr. Ricardo Lessa Pansa, Secretary: Mrs. Vera Lucia Pracidelli.

Agenda: At the Annual General Stockholders' Meeting: (i) take cognizance of the management accounts, review, discuss and vote the Company's financial statements for the year ended December 31, 2019, available as of March 31, 2020 at the Company's head office and on the websites of Nutriplant (<http://www.nutriplant.com.br/ri>), of B3 S.A. - Brasil, Bolsa, Balcão (<http://www.b3.com.br>) and of CVM (<http://www.cvm.gov.br>), in conformity with the provisions of Brazilian Corporate Law and applicable regulation; (ii) resolve on the allocation of net income for the year and dividend distribution, and it should be noted that no earnings, as dividends or interest on capital, shall be paid out to stockholders on the grounds that the net income for the year will be used to offset accumulated deficit; (iii) elect the Board of Directors' members who will take over until the Annual General Stockholders' Meeting resolving on the results for fiscal year 2021 is held; (iv) resolve on the compensation of Management Members for fiscal year 2020; (v) resolve on the Company's capital reduction, in accordance with Article 173 of Brazilian Corporate Law; (vi) resolve on the amendment to the head provision of Article 4 of the Company's Bylaws; (vii) resolve on the authorization from the Company's Management Members to carry out all acts necessary to reduce capital; and (viii) resolve on the consolidation of the Company's Bylaws.

Drawing-up of Minutes: These Minutes were authorized to be drawn up in

summarized form and published with the omission of the stockholders' signatures, in accordance with Article 130, paragraphs 1 and 2 of Law No. 6404/76.

Resolutions: After reviewing and discussing the matters in the Agenda, stockholders:

1. At the **Annual General Stockholders' Meeting**, by seventy-four point eighty percent (74.80%) of voting capital, resolved to:

(i) **unanimously approve**, in connection with present capital, the management accounts and the financial statements of the Company for the year ended December 31, 2019.

(ii) **unanimously approve**, in connection with present capital, the allocation of net income, determined by the Company based on the financial statements referred to in item (i) above, to the accumulated deficit account, in accordance with Article 189 of Law No. 6404/76. As a result, no earnings will be paid out to stockholders, either as dividends or interest on capital or otherwise.

(iii) **unanimously approve**, in connection with present capital, the reelection of Board Members Messrs. **RICARDO LESSA PANSA**, Brazilian, divorced, a business administrator, holder of identity card (RG) No. 10.349.751-1 SSP/SP and enrolled in Individual Taxpayer's Registry/Ministry of Finance (CPF/MF) under No. 161.079.168-14, resident and domiciled at Rua Arnaldo, 388, in the city of Barueri, CEP 06415-10, state of São Paulo; **EDUARDO LESSA PANSA**, Brazilian, married, a business administrator, holder of identity card (RG) No. 18.435.932-6 SSP/SP and enrolled in Individual Taxpayer's Registry/Ministry of Finance (CPF/MF) under No. 096.708.548-90, resident and domiciled in the city of Barueri, state of São Paulo, with business address at Rua Arnaldo, 388, Engenho Novo; and **EMÍLIO PANSA**, Brazilian, married, a chemist, holder of identity card (RG) No. 2.815.318-2 SSP/SP, and enrolled in Individual Taxpayer's Registry/Ministry of Finance (CPF/MF) under No. 274.247.078-68, resident and domiciled in the city of Barueri, state of São Paulo, at Alameda México, 70, Residencial 2, CEP 06470-020, who will act as the Board of Directors' Chairman. These Board members will have a unified term of office of two (2) years, until the Annual General Stockholders' Meeting resolving on the 2021 results is held. These then-elected Board members have signed the Instrument of Agreement to the rules included in the BOVESPA MAIS Listing Regulation of B3 S.A. - Brasil, Bolsa, Balcão, and will be invested in the positions to which they have been elected by signing the corresponding instruments of investiture in the own book. The declaration of qualification for office, as set forth in law, is filed at the Company's head office.

(iv) **unanimously approve**, in connection with present capital, the overall annual compensation of Management Members for year 2020, in the total amount of up to six hundred thousand Brazilian reais (R\$600,000.00), with the Board of Directors being responsible for resolving on the individual amounts to be allocated to each officer.

(v) **unanimously approve**, in connection with present capital, the Company's capital reduction by eleven million, three hundred ninety-six thousand, thirty-five Brazilian reais and sixty-four cents (R\$11,396,835.64), with no cancellation of shares, with stockholders' ownership percentage in the Company's capital remaining unchanged, for absorption of the accumulated deficit stated in the Financial Statements for the year ended December 31, 2019 in item (i) above, in

accordance with Article 173 of Law No. 6404/76:

(vi) **unanimously approve**, in connection with present capital, the amendment to the head provision of Article 4 of the Company's Bylaws to reflect the new capital amount after its reduction approved in item (v) above, which shall be read as follows:

"Article 4. The Company's capital totals twelve million, eight hundred seventy-three thousand, seven hundred seventy-seven Brazilian reais and thirteen cents (R\$12,873,777.13), fully subscribed and paid-in, represented by one hundred twenty-seven thousand, nine hundred forty-four (127,944) registered book-entry common shares, with no par value.

(vii) **unanimously approve**, in connection with present capital, the authorization from the Company's Management Members to carry out all acts necessary to reduce capital accordingly.

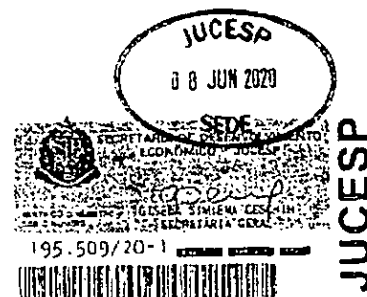
(viii) **unanimously approve**, in connection with present capital, the consolidation of the Company's Bylaws on the grounds of aforementioned resolution (vi), which shall be in force with the wording included in Attachment I to these Minutes.

Closing: With no further matters on the agenda, the meeting was adjourned for the drawing up of these Minutes, which after being read and approved, was signed by the members present. Signatures: Ricardo Lessa Pansa, Chairman; Vera Lucia Pracidelli, Secretary. Attending Officers: Ricardo Lessa Pansa, CEO, Investor Relations and Financial Officer; and Mario Luiz Croffi, Sales Officer; Stockholders: Tripto Participações Ltda., represented by Emilio Pansa; and Emilio Pansa.

Barueri, April 30, 2020.

Ricardo Lessa Pansa
Chairman

Vera Lucia Pracidelli
Secretary



[JUCESP FILE No. stamp]

**ATTACHMENT I TO THE MINUTES OF THE ANNUAL GENERAL
STOCKHOLDERS' MEETING HELD ON APRIL 30, 2020**

BYLAWS OF NUTRIPLANT INDÚSTRIA E COMÉRCIO S.A.

Name and Term

Article 1. NUTRIPLANT INDÚSTRIA E COMÉRCIO S.A. is a corporation (the "Company") incorporated for an indefinite period of time, governed by these Bylaws and applicable legal provisions, including Law No. 6404 of December 15, 1976, as amended (the "Brazilian Corporate Law").

§1. The Company, its stockholders, management members and Fiscal Council's members, when applicable, are subject to the provisions of BOVESPA MAIS Listing Regulations of BM&FBOVESPA (the "BOVESPA MAIS Regulation") and the "BOVESPA MAIS").

§2. The Company, its management members and stockholders shall comply with the Regulation for Issuer Listing and Admission to Trading Securities, including the rules on withdrawal and exclusion of trading of securities admitted for trading in the Organized Markets administered by BM&FBOVESPA.

§3. The provisions of BOVESPA MAIS Regulation shall prevail over these statutory provisions, in the event of prejudice to the rights of recipients of public offerings set forth in these Bylaws.

Head Office

Article 2. The Company's head office and legal address is at Rua Arnaldo, 388, Bairro Engenho Novo, CEP 06415-110, in the city of Barueri, state of São Paulo, and it may open or close branches, representative offices, offices or other branch offices in any location of the Brazilian territory or abroad.

Purpose

Article 3. The Company's corporate purpose is the industrialization and trade, import and export, manufacturing, sale, distribution and preparation of fertilizers, organomineral fertilizers, micronutrients, herbicides, fungicides, insecticides, spreader-stickers and other pesticides in general, industrial chemical products, as well as their processing, pet food, seeds in general, sale of goods in general, processing and enhancement of secondary metals and similar products.

Sole paragraph: The Company may hold interest in other companies, regardless of their corporate purpose, as a partner or stockholder, as well as in consortia.

Capital Stock and Shares

Article 4. The Company's capital stock totals twelve million, eight hundred seventy-three thousand, seven hundred seventy-seven Brazilian reais and

thirteen cents (R\$12,873,777.13), fully subscribed and paid-in, represented by one hundred twenty-seven thousand, nine hundred forty-four (127,944) registered book-entry common shares, with no par value.

§1. The Company's capital will be represented solely by common shares.

§2. Each registered common share entitles its owner to the right of one vote on resolutions at the Company's General Stockholders' Meetings.

§3. All Company's shares are book-entry and will be held in a deposit account on behalf of its holders, at a financial institution authorized by the Brazilian Securities and Exchange Commission (the "CVM") with which the Company has a custody agreement in force, with no issue of certificates.

§4. The depository institution may charge stockholders for the cost of transferring and amending the records of book-entry share ownership, as well as for the cost of services related to shares under custody, subject to maximum limits set by the CVM.

§5. The Company shall be barred from issuing preferred shares and founder's shares.

§6. Shares shall be indivisible in relation to the Company. If a share is owned by more than one person, the rights entitled to it will be exercised by the representative of such co-ownership of shares.

§7. In the event the subscriber fails to pay up the subscribed amount under the conditions set forth in the form or call requested by the corresponding management body, such subscriber will be legally put in default for the purposes of Articles 106 and 107 of the Brazilian Corporate Law, and be subject to the payment of the amount in arrears plus monetary adjustment based on the variation of the General Market Price Index (IGP-M) disclosed by Fundação Getúlio Vargas (FGV) or its substitute index, in the shorter legally stated frequency, in addition to interest of twelve percent (12%) per year, on a *pro rata temporis* basis, and a fine corresponding to ten percent (10%) of the duly adjusted amount of installment in arrears.

§8. Upon resolution of the Board of Directors, the Company may buy back its own shares to be held in treasury for later sale or cancellation, up to the amount of profit and reserves, except for legal reserve, without reduction of capital, subject to legal provisions and applicable regulations.

Article 5. The Company is authorized to increase its capital up to the limit of two hundred million Brazilian reais (R\$200,000,000.00), to be represented solely by common shares, irrespective of any change in the bylaws, by decision of the Board of Directors, which will set the conditions of such issue and define whether the increase will be through public or private subscription, the price and conditions of payment.

§1. The Company may issue common shares, debentures convertible into shares, and subscription warrants within the limits of authorized capital.

§2. At the discretion of the Board of Directors, stockholders' preemptive rights may be excluded or have its period of exercise reduced upon

issues of common shares, debentures convertible into common shares and subscription warrants, the placement of which is made through (i) sale on stock exchange or through public subscription; or (ii) exchange of shares at a public offering for acquisition of control, as provided in by law and within the limits of authorized capital.

Article 6. Upon resolution by the Board of Directors and according to the plan approved by the General Stockholders' Meeting, the Company may grant share purchase or subscription options, with no preemptive rights to existing stockholders, in favor of management members, employees or natural persons providing services to the Company or to companies directly or indirectly controlled by the Company.

Article 7. In conformity with Article 45 of the Brazilian Corporate Law, the reimbursement amount to be paid to any dissenting stockholders will be based on the Company's Economic Value, if lower than the stockholders' equity stated in the latest balance sheet approved by the General Stockholders' Meeting. The stockholders' equity value will be used in the event it is lower than the Company's Economic Value.

General Stockholders' Meeting

Article 8. The General Stockholders' Meeting will be held ordinarily once a year in the first four (4) months after the end of each fiscal year, for discussing the matters provided in by law

Article 9. Extraordinary Stockholders' Meeting will be held whenever required, when the company's interests so require or whenever the provisions of these Bylaws or applicable legislation require matters to be resolved by Stockholders.

Article 10. General Stockholders' Meetings, either Annual or Extraordinary, will be opened and chaired by the Chairman of the Board of Directors or, in their absence, by a stockholder chosen by the majority of votes of attendees at the General Stockholders' Meeting. The Chairman of the General Stockholders' Meeting will appoint a secretary to help in the agenda.

Management

Article 11. Company management shall be incumbent upon the Board of Directors and the Board of Officers, which will have their responsibilities set forth by law and by these Bylaws. Directors and Officers are released from offering any warranty for exercising their duties.

§1. The investiture of the members of the Board of Directors and Board of Officers is conditioned upon the prior signature of the Instrument of Agreement of Management Members, as set forth in BOVESPA MAIS Regulation and upon the compliance with applicable legal requirements.

§2. In the event of total or partial noncompliance with obligations in connection with the BOVESPA MAIS Regulation, the Company, its Management Members and stockholders, including the Controlling Stockholder, if applicable, shall be subject to monetary and non-monetary sanctions then in force for companies listed on BOVESPA MAIS.

§ 3. The Company shall jointly and severally account for the payment of any monetary sanctions applicable to the wrongdoers responsible for noncompliance of obligations in connection with the BOVESPA MAIS Regulation, except for those arising from any infraction whose responsibility is exclusively assigned to the Controlling Stockholder or another stockholder(s).

Section I **Board of Directors**

Article 12. The Board of Directors shall be composed of at the least three (3) and at the most nine (9) members, one of whom will be its Chairman and another its Vice-Chairman with a unified term of office of two (2) years, reelection permitted, elected by the General Stockholders' Meeting, which is entitled to remove them from office at any time.

Sole paragraph. The General Stockholders' Meeting that elects the Board of Directors' members shall set the overall compensation of the Board of Directors' members, with the latter responsible for resolving on the distribution of such compensation to its members.

Article 13. The Board of Directors shall meet whenever corporate interests so require, as resolved by the Board of Officers or by a well-reasoned request by any of the Directors to the Board of Directors' Chairman.

§ 1. The term of office of the Board of Directors' members will be automatically extended until the election and investiture of their corresponding successors.

§ 2. The Chairman of the Board of Directors, or their legally-assigned Alternate (in this case, the Vice-Chairman of the Board of Directors) shall chair the Board of Directors' meetings.

§ 3. The Board of Directors' meetings shall be called by the Chairman of the Board of Directors in the event any of the situations stated in the head provision of this Article 13 arises, by way of written notices delivered by letter, email or facsimile to each of the directors with at least ten (10) days in advance. These written notices must contain the Agenda of the meeting. The need to call a Board of Directors' meeting shall be waived provided that all members are present, represented or have forwarded their votes in the format stated at the end of Paragraph 45 of this Article.

§ 4. The Board of Directors' meetings will open with the attendance of the majority of its acting members, except if a higher opening quorum is required by law or these Bylaws. Board members shall be deemed present if they are represented, take part in, or vote via electronic means (telephone, videoconference or the like) or have forwarded their votes in the format stated at the end of Paragraph 52 of this Article.

§ 5. A director may be represented by another board member at the Board of Directors' meetings provided that they leave written instructions to do so, or may vote through a letter, email, telegram or facsimile forwarded by another board member. Board members who have forwarded their votes or are represented as stated above shall be deemed present at the Board of Directors' meeting.

§ 6. In the event a position on the Board of Officers becomes

vacant, the remaining board members shall appoint a temporary substitute until a new member is chosen by the Extraordinary General Stockholders' Meeting to complete the corresponding term of office. Such ESM shall be called within up to one hundred eighty (180) days from the day the position becomes vacant.

Article 14. It shall be incumbent on the Board of Directors to:

(a) set the general business guidelines of the Company and its subsidiaries, comprising its organizational structure, and industrial, sales, administrative, financial and human resources policies, as well as its overall long-term strategy;

(b) elect and remove from office the Company's Officers and set their specific compensation and duties, within the Board of Officers' powers as stated in these Bylaws;

(c) opine in advance on the management report and management accounts;

(d) supervise the administration of the Officers and review acts, books, papers, documents and agreements entered or to be entered into by the Company;

(e) submit to the General Stockholders' Meeting the proposal for allocation of net income for the year;

(f) resolve on annual budgets for operations and investments and on the approval of the Company's annual business plan;

(g) resolve on and set authority limits for Officers to enter into agreements for the acquisition, sale or encumbrance of rights in general and the Company's permanent assets;

(h) choose and remove independent auditors;

(i) resolve on and set authority limits for Officers to enter into agreements of any nature and subject-matter, as well as to enter into instruments waiving or carrying out a court or out-of-court settlement, acquisition, disposal or encumbrance of assets and rights, pledge of endorsements or sureties or any types of collateral on behalf of third parties, with determinate or indeterminate term;

(j) resolve on the payment of interest, as interest on capital, subject to approval from the General Stockholders' Meeting, and to declare interim dividends;

(k) propose to the General Stockholders' Equity to amend the Bylaws and the merger, acquisition, takeover, dissolution and winding-up of the Company or merger of shares issued by the Company into another company's capital;

(l) resolve on the Company's share buyback;

(m) approve the investments foreseen in the Company's budget;

(n) approve the acquisition or sale of material equity interest held by the Company in any company;

(o) review the Board of Officers' proposal to enter into agreements that may give rise to limitations to the Company's power of management

relating to the production, sale and technology development processes or that imply or may imply a material change in the nature of the activities developed by the Company, and submit such proposal, together with its opinion thereon, to the appreciation of the General Stockholders' Meeting;

(p) approve the taking out of loans and/or financing corresponding to an amount, individually or in the aggregate, equal to or higher than ten million Brazilian reais (R\$10,000,000.00);

(q) call the Annual General Stockholders' Meeting and, when deemed applicable, the Extraordinary General Stockholders' Meeting;

(r) resolve on any Board of Officers' proposals to be submitted to the General Stockholders' Meeting;

(s) approve the execution of any transaction, agreement or contract, of any type or nature, between the Company and controlling stockholders, subsidiaries and joint-controlled companies, as well as any amendments to such types of transactions, agreements or contracts;

(t) approve the execution of any agreement implying the transfer to third parties of technology, sale, licensing or waiver of patents, trademarks, technical information or know-how held by the Company;

(u) approve the execution, amendment to or termination of any Company's agreement not entered into on an arms' length basis with the Company, including employment contracts entered into with any person associated with a Company's stockholder;

(v) approve the amendment to any articles of incorporation or bylaws related to the Company or association or any other undertaking in which the Company acts as a stockholder, quotaholder or partner thereof;

(w) resolve on the Company's capital increase up to the limit of two hundred million Brazilian reais (R\$200,000,000.00), setting issuing conditions and stating whether such increase will be carried out by public or private subscription, as well as price and payment conditions;

(x) define a list of three expert economic valuation firms to choose from for the preparation of the Company's share valuation appraisal for the purpose of making a public offering for acquisition of shares in the event of cancellation of the Company's registration as a publicly-held company and/or the Company's withdrawal from BM&FBOVESPA's BOVESPA MAIS; and

(y) define a list of three share valuation expert firms for the purpose of reimbursing any dissenting stockholders, as set forth by the Brazilian Corporate Law.

Sole paragraph. The Board of Directors' resolutions shall be taken by the majority of its elected acting members present at the Board of Directors' meeting, except for the matters listed in items "h", "n", "u", and "v", which depend on the affirmative vote of at least fifty percent (50%) plus one member of the Company's Board of Directors.

Section II

Board of Officers

Article 15. The Board of Officers shall be composed of at least two (2) and at the most seven (7) Officers, either or not stockholders, resident in Brazil and elected by the Company's Board of Directors, which may remove them from office at any time, for a term of office of three (3) years, reelection permitted. The Officers shall be named Chief Executive Officer, Investor Relations Officer, Chief Financial Officer, and the remaining officers, if elected, shall be named in accordance with the corresponding instrument of nomination.

§ 1. The following duties shall be the sole responsibility of:

(a) the Chief Executive Officer: (i) chair the Board of Officers' meetings; and (ii) coordinate, on a regular basis, the performance of the other officers by outlining the business, legal, policy, corporate and institutional guidelines to develop the Company's activities;

(b) the Investor Relations Officer: (i) coordinate, manage, guide and supervise the Company's relations with capital markets, represent the Company before stockholders, investors, market analysts, the CVM, BM&FBOVESPA, the Central Bank of Brazil and other bodies related to the activities developed by the Company in the capital markets in Brazil and abroad; and (ii) provide information to investors, the CVM and BM&FBOVESPA, according to applicable law; and

(c) the Chief Financial Officer: As of their election, (a) plan, implement and coordinate the Company's financial policy; (b) invest the Company's funds and propose capital raising for purposes of the Company's regular development; (c) organize and control accounts payable and receivable; and (d) prepare, organize and control the Company's financial budget. Until the Chief Financial Officer is elected and in the event of vacancy, the duties of the CFO shall be exercised by the Chief Executive Officer.

§ 2. In the event a position on the Board of Officers becomes vacant, the corresponding substitution shall be resolved by the Company's Board of Directors, to be called within thirty (30) days from the day the position becomes vacant.

§ 3. In the event a position on the Board of Officers becomes vacant, the Company's Board of Directors may decide that another Officer concurrently holds the two positions during their term of office.

Article 16. It shall be incumbent upon the Board of Officers, jointly or individually, to represent the Company either as a plaintiff or a defendant, as well as carry out all acts required or convenient for the management of the corporate business, subject to limits set forth in law or in these Bylaws.

§1. Carrying out any acts that imply taking on obligations on behalf of the Company, at an amount equal to or lower than three million Brazilian reais (R\$3,000,000.00) shall be dependent upon the signature of at least one (1) Company's Officer to become valid before the Company. Carrying out any acts that imply taking on obligations on behalf of the Company, at an amount higher than three million Brazilian reais (R\$3,000,000.00) shall be dependent upon the signature of two (2) Officers jointly or one (1) Officer acting jointly with one Company's

attorney-in-fact to become valid before the Company.

§ 2. The Board of Officers may carry out the following acts, without any required additional authorization: (i) taking out and/or renewing loans and/or financing corresponding to the amount, individually or in the aggregate, lower than ten million Brazilian reais (R\$10,000,000.00).

§ 3. Resolve on the execution of all obligations intended to be assumed by the Company with third parties (including, but not limited to, leasing operations), subject to the limit stated in paragraph 1.

§ 4. Resolve on the execution of loan agreements between the Company and other companies in which the Company directly or indirectly holds interest.

Article 17. It shall be incumbent upon the Chief Executive Officer to represent the Company in court or out of court, appoint, on behalf of the Company, attorneys-in-fact with *ad judicia* and extra powers and represent the Company before any federal, state or local government agency. In the event of absence, vacancy of position or temporary incapacity, the Company shall be represented by either one Officer or one attorney-in-fact invested with the powers to do so.

§ 1. The powers of attorney granted on behalf of the Company shall specify the powers granted and, except for *ad judicia* powers of attorney, shall have a maximum validity term of one (1) year.

§ 2. If the information on the validity term is omitted at the powers of attorney granted by the Company, it will be assumed that such powers of attorney have been granted for a one (1) year term.

Article 18. The acts carried out by any Officer, attorney-in-fact or employee shall be expressed barred, being null, void and invalid with relation to the Company, if these acts involve obligations in connection with business and operations alien to the corporate purposes, such as suretyship, accommodation or endorsement or other guarantees in favor of third parties, except when the recipient of such suretyship, accommodation or endorsement is a company controlled by the Company or its parent company or in other cases when expressly authorized by the General Stockholders' Meeting.

Article 19. The Board of Officers' meetings shall be called by any of the Officers, whenever the company's interests so require, and resolutions will be taken by the majority of votes of attendees at these meetings.

Section III **Fiscal Council**

Article 20. The Fiscal Council will only be set up in the fiscal years in which it is called as resolved by the Stockholders, as provided for by applicable law.

Sole paragraph. The Fiscal Council's members shall be invested in the corresponding positions by signing the Instrument of Investiture, drawn up in the Fiscal Council's meeting minutes book. It should be noted that the investiture of the Fiscal Council's members is conditioned on the previous execution of the Instrument of Agreement by the Fiscal Council's members, as set forth in BOVESPA MAIS Regulation and in compliance with applicable legal requirements.

Article 21. When set up, the Fiscal Council shall be composed of at least three (3) and at the most five (5) members and equal number of alternate members elected by the General Stockholders' Meeting, reelection permitted, with responsibilities and terms of office provided in by law.

Sole paragraph. The compensation of the Fiscal Council's members shall be set by the General Stockholders' Meeting electing such members.

Fiscal Year and Profits

Article 22. Fiscal year shall commence on January 1 and end on December 31, the occasion on which the balance sheet and other financial statements shall be prepared.

§ 1. Five percent (5%) shall be deducted from net income for the year for recognition of the legal reserve, which shall not exceed twenty percent (20%) of capital.

§ 2. Stockholders shall be entitled to a non-cumulative annual dividend of at least twenty-five percent (25%) of net income for the year, as provided for by Article 202 of Brazilian Corporate Law.

§ 3. The remaining balance, after compliance with any legal provisions, shall be allocated as determined by the General Stockholders' Meeting, subject to applicable legislation. The General Stockholders' Meeting may grant profit sharing to the Company's management members, as provided for in Article 152, paragraph 1, of Brazilian Corporate Law.

§ 4. The Company may prepare balance sheets on a monthly, quarterly or half-yearly basis, the profits of which, if any, may be distributed to stockholders proportionally to their interest, as resolved by the Board of Directors.

§ 5. Subject to any applicable legal provisions, the Company may pay out its Stockholders, as resolved by the Board of Directors, interest on capital that may be attributed to the minimum mandatory dividend.

Article 23. Dividends and interest on capital attributed to stockholders shall be paid within legal terms, and will only include monetary adjustment and/or interest if so determined at the General Stockholders' Meeting. If unclaimed within three (3) years from the resolution that authorized its distribution, payment of such dividends and interest on capital will prescribe in favor of the Company.

Article 24. The Company will record a Reserve for Investments, with a portion of up to seventy-one point twenty-five percent (71.25%) of adjusted net income for each year being allocated for its recognition, with the purpose of: (i) ensuring funds for the development of the activities of the Company and its subsidiaries, without prejudice to retained earnings, in accordance with Article 196 of Brazilian Corporate Law; such funds may also (ii) be used to redeem, reimburse or purchase Company's capital stock.

§ 1. Subject to the legal limit, the Reserve for Investments shall not exceed eighty percent (80%) of capital and its recognition will be subject in any case to the minimum mandatory dividend.

§ 2. As proposed by the Board of Directors, the General Stockholders' Meeting may at any time distribute dividends to the Reserve of

Investments or allocate its balance, fully or partially, to increase capital, including through new bonus shares.

Sale of Ownership Control

Article 25. The sale of the Company's ownership control, either direct or indirect, either through one sole or consecutive operations, must be carried out subject to the condition, either precedent or subsequent, that the Purchaser of the ownership control takes upon itself to carry out a public offering for purchasing the other shares held by other stockholders, subject to the conditions and terms set forth in legislation in force and BOVESPA MAIS Regulation, so as to ensure that these stockholders have a treatment equal to that granted to the Selling Controlling Stockholder.

§ 1. The public offering referred to in this Article shall also be carried out in the event of an onerous assignment of rights to subscribe shares and other securities or rights related to securities convertible into Company's shares, which results in the Sale of the Company's Ownership Control.

§ 2. The public offering for acquisition of shares referred to in this Article shall be required in the event of the Sale of Ownership Control of a company that holds the Control Power of the Company. In this case, the Selling Controlling Stockholder must declare the value assigned to the Company for sale of its control, and attach supporting documentation, to the CVM and BM&FBOVESPA.

Article 26. The Purchaser of the Control Power, on the grounds of a private share purchase agreement entered into with the Controlling Stockholder, involving any number of shares, must (i) carry out the public offering according to Article 25 of these Bylaws; and (ii) pay, according to the terms stated below, the amount equivalent to the difference between the public offering price and the amount paid per share ultimately purchased at a market administered by BM&FBOVESPA in the six (6) months prior to the Control Power purchase date, duly updated to the payment date. This amount shall be paid to all those who sold the Company's shares on the trading sessions in which the Purchaser carried out the purchases, proportionally to the daily net selling balance of each share. BM&FBOVESPA shall be responsible for carrying out such payment according to its regulations.

Article 27. The Company will only register the transfers of shares to the Purchaser or to those set to hold the Control Power after these parties subscribe the Instrument of Agreement of Controlling Stockholders to which the BOVESPA MAIS Regulation refers accordingly.

Sole paragraph. Likewise, no stockholder agreement addressing the exercise of the Control Power may be filed at the Company's head office if its signatories have not executed the Controlling Stockholders' Instrument of Agreement referred to in the head provision of this Article.

Article 28. Any discrepancy, particularly relating to the existence, validity, efficiency, application, interpretation, violation or its effects, of either: (i) the Sale of the Company's Control; and/or (ii) the mandatory public offering or related to the conditions of the latter, shall be settled by way of arbitration procedures to be set and processed by the Market Arbitration Chamber, in accordance with the rules of the Arbitration Regulation.

Sole paragraph. After the Sale of the Company's Control and

subsequent public offering of purchase of shares, the Purchaser, when required, shall make all proper arrangements to recompose the Minimum Percentage of Outstanding Shares within twelve (12) months subsequent to the date of said public offering for acquisition of shares.

Withdrawal from BM&FBOVESPA's BOVESPA MAIS and Cancellation of Registration as a Publicly-Held Company

Article 29. The Company may withdraw from BOVESPA MAIS and, therefore, no longer have its securities traded on the segment at any time, provided that such withdrawal is (i) previously approved at a General Stockholders' Meeting, except in the case such withdrawal from BOVESPA MAIS is due to the cancellation of registration as a publicly-held company; and (II) notified to BM&FBOVESPA in writing at least thirty (30) days in advance.

§ 1. The withdrawal from BOVESPA MAIS shall not cause the Company to lose its status as a publicly-held company listed on BM&FBOVESPA.

§ 2. The withdrawal of the Company from BOVESPA MAIS shall not exempt the Company, its Management Members, the Controlling Stockholder and other stockholders from complying with obligations and meeting the requirements and provisions arising from the Membership Agreement with BOVESPA MAIS, the Arbitration Clause, Arbitration Regulation, Sanction Regulation, and BOVESPA MAIS Regulation, that have originated from facts prior to such withdrawal.

Article 30. In the event the Company's withdrawal from BOVESPA MAIS is decided with the purpose of having the securities issued by the Company traded outside BOVESPA MAIS, or on the grounds of a corporate restructuring, in which the company resulting from such restructuring has none of its securities admitted for trading on BOVESPA MAIS within one hundred twenty (120) days from the date of the general meeting that approved such operation, then the Controlling Stockholder must carry out a public offering for acquisition of the shares held by the Company's other stockholders, at least for the corresponding Economic Value to be calculated at the appraisal report prepared in accordance with Article 35 of these Bylaws, subject to applicable legal rules and regulations.

§ 1. The public offering set forth in this Article shall comply with the applicable rules set by law, the rules concerning the public offering for acquisition of shares, as issued by the CVM, as well as with the rules provided for in BOVESPA MAIS Regulation.

§ 2. The Controlling Stockholder will be released from carrying out the public offering for acquisition of shares referred to in the head provision of this Article if the Company withdraws from BOVESPA MAIS on the grounds of having executed a membership agreement with BM&FBOVESPA special segment named "New Market" ("New Market") or if the company resulting from a corporate restructuring obtains authorization to trade securities on the New Market segment within one hundred twenty (120) days from the general stockholders' meeting that approved such operation.

§ 3. The Controlling Stockholder may also be released from carrying out the public offering referred to in the head provision of this Article if the Company withdraws from BOVESPA MAIS on the grounds of having executed a

membership agreement with one of other BM&FBOVESPA special segments, named BOVESPA MAIS – Level 2 or Level 2 of Corporate Governance; or if the company resulting from a corporate restructuring has its securities admitted for trading within one hundred twenty (120) days at one of the aforementioned segments by way of:

- (i) The express consent of all stockholders; or
- (ii) As decided by the majority of votes of stockholders representing the Outstanding Shares attending the general stockholders' meeting, which, if opened at first call must have the attendance of stockholders representing at least twenty percent (20%) of total Outstanding Shares or if opened at second call may have the attendance of any number of stockholders representing the Outstanding Shares.

§ 4. The Company's withdrawal from BM&FBOVESPA's BOVESPA MAIS for the purpose of having the securities issued by the Company to be traded outside this special listing segment shall be previously approved by the Company's General Stockholders' Meeting, and the information on the public offering as referred to in the head provision of this Article must be notified to BM&FBOVESPA and disclosed to the market immediately after such General Stockholders' Meeting is held.

§ 5. If the Company's withdrawal from BM&FBOVESPA's BOVESPA MAIS is carried out on the grounds of a corporate restructuring in which the resulting company has no securities admitted for trading on BOVESPA MAIS, the information on the public offering referred to in the head provision of this Article must also be notified to BM&FBOVESPA and disclosed to the market immediately after the General Stockholders' Meeting that has approved such restructuring is held.

Article 31. The Company's withdrawal from BOVESPA MAIS on the grounds of noncompliance with the obligations stated in BOVESPA MAIS Regulation is conditioned on carrying out of the public offering referred to in the head provision of Article 30 above, for at least the Economic Value of shares to be calculated at the appraisal report addressed at Article 35 of these Bylaws, subject to applicable legal rules and regulations. The Controlling Stockholder shall carry out the public offering for acquisition of shares set forth in this Article.

Article 32. The Sale of the Company's Control taking place within the twelve (12) months subsequent to its withdrawal from BOVESPA MAIS shall hold the Selling Controlling Stockholder and the Purchaser jointly and severally liable to offer to the other stockholders to purchase their shares for the price and under the conditions obtained by the Selling Controlling Stockholder upon the sale of its own shares, duly adjusted, subject to the same rules applicable to Sales of Control then in force for the companies member of BOVESPA MAIS.

§ 1. If the price obtained by the Selling Controlling Stockholder upon the sale of its own shares is higher than the value at the withdrawing public offering carried out in accordance with the BOVESPA MAIS Regulation, then the Selling Controlling Stockholder and the Purchaser shall be held jointly and severally liable to pay the difference of value calculated to the acceptors of the corresponding public offering, under the same conditions stated in the head provision of this Article.

§ 2. The Company and the Controlling Stockholder shall make an entry in the Company's Share Registration Book, with respect to the shares owned

by the Controlling Stockholder, concerning the burden that obliges the Purchaser of such shares to extend, to other stockholders, the price and payment conditions identical to those granted to the Selling Controlling Stockholder, as set forth in the paragraph above and in the head provision of this Article.

Article 33. After withdrawing from BOVESPA MAIS, the Company's securities will not be able to be admitted for trading on BOVESPA MAIS for at least two (2) years from the date such withdrawal is formalized, unless the Company has its ownership control sold after formalizing its withdrawal from BOVESPA MAIS.

Article 34. In the event of a public offering for acquisition of shares, carried out by either the Controlling Stockholder or the Company, aimed at cancelling the registration as a publicly-held company, the minimum price to be offered shall correspond to the Economic Value calculated at the appraisal report prepared in accordance with the provisions of Article 35 below, and subject to applicable legal rules and regulations.

Article 35. The appraisal report addressed in Articles 30, 31 and 34 hereof shall be prepared by an expert firm with proven experience and independence from the power of decision of the Company, its Management Members and/or Controlling Stockholder(s), in addition to meeting the provisions of Article 8, paragraph I, of the Brazilian Corporate Law, and include the responsibility set forth in Article 8, paragraph 6, of the Brazilian Corporate Law.

§ 1. The General Stockholders' Meeting shall be solely responsible for choosing the expert firm or company that will prepare the appraisal report calculating the Company's Economic Value. Such choice shall be made from a list of three expert economic valuation firms submitted by the Board of Directors, and such decision, not including blank votes, shall be made by the majority of votes of the stockholders representing the Outstanding Shares who are present at such General Stockholders' Meeting, which, if opened at first call, must have the attendance of stockholders representing at least twenty percent (20%) of total Outstanding Shares or, if opened at second call, it may have the attendance of any number of stockholders representing the Outstanding Shares.

§ 2. The costs incurred in preparation of the appraisal report shall be fully borne by the offering party.

Article 36. When the Company's decision to cancel its registration as a publicly-held company is announced to the market, the offering party shall disclose the maximum value per share by which it will make the public offering.

§ 1. The public offering shall be conditioned on the value calculated at the appraisal report not being higher than the value disclosed by the offering party, as stated in the head provision of this Article.

§ 2. If the Economic Value of the Shares is higher than the value informed by the offering party, the decision to proceed with the cancellation of registration as a publicly-held company will be revoked, unless the offering party expressly agrees to carry out the public offering based on the Economic Value calculated. The offering party shall disclose the decision it has made to the market.

Article 37. The cancellation of registration as a publicly-held company shall follow all due procedures and meet all other requirements set by applicable rules under legislation in force, especially those included in the rules issued by the

CVM on this topic and subject to the provisions stated in the BOVESPA MAIS Regulation.

Article 38. The terms written with the first letter in uppercase, when used in the plural form or vice versa, which are not expressly defined in these Bylaws, including, but not limited to, "Outstanding Shares", "Sale of Control", "Seller", "Controlling Stockholder", "Selling Controlling Stockholder", "Management Members", "Purchaser", "Sale of the Company's Control", "Annual Calendar", "Arbitration Clause", "Membership Agreement with BOVESPA MAIS", "Derivatives", "Founder's Shares", "Minimum Percentage of Outstanding Shares", "Control Power", "Arbitration Regulation", "Sanction Regulation", "Economic-Financial Position", "Instrument of Agreement of Management Members", "Instrument of Agreement of Controlling Stockholders", "Instrument of Agreement of Fiscal Council's Members", and "Economic Value", shall have the same meaning assigned at the BOVESPA MAIS Regulation.

Arbitration

Article 39. The Company, its stockholders, Management Members and Fiscal Council's members (if applicable) take upon themselves to settle by arbitration before a Market Arbitration Chambers, in accordance with its corresponding Arbitration Regulation, any and all disputes or controversies arising among them, related to or arising from, specially, the application, validity, efficiency, interpretation, violation and its effects, of the provisions set forth in the Brazilian Corporate Law, the Company's Bylaws, the rules issued by the National Monetary Council (CNN), the Central Bank of Brazil and the Brazilian Securities and Exchange Commission (CVM), as well as other rules applicable to the operation of the capital markets in general, in addition to those included in the BOVESPA MAIS Regulation, the Arbitration Regulation, Sanction Regulation, and Membership Agreement with BOVESPA MAIS.

Sole paragraph. The information on the existence of the Company's binding to the Arbitration Clause before the Market Arbitration Chamber must be stated in the Company's webpage.

Liquidation

Article 40. The Company shall be liquidated in the cases set forth in law, and the General Stockholders' Meeting shall be the proper body to determine the manner of liquidation and appoint the liquidator and the Fiscal Council to operate during the liquidation period.

ATTENDANCE OF STOCKHOLDERS
Annual General Stockholders' Meeting of NUTRIPLANT INDÚSTRIA E COMÉRCIO
S.A, held on April 30, 2020, 10:00 am, at Rua Arnaldo, 388,
Bairro Engenho Novo, in the city of Barueri, state of São Paulo (SP).

| No. Order | STOCKHOLDER'S OR PROXY'S SIGNATURE | Nationality | RESIDENCE | CLASSIFICATION OF SHARES | | | | | |
|--------------|--|--------------------------------|-----------|--------------------------|--------------------|---------------------|--------------------|---------------------|--------------------|
| | | | | COMMON | | PREFERRED | | USUFRUCTUARY | |
| | | | | Number of shares | Number of votes | Number of shares | Number of votes | Number of shares | Number of votes |
| 1 | Tripto Participação Ltda by its officer: Emilio Pansa | Brazil | Brazil | 95,697 | 95,697 | | | | |
| 2 | Emilio Pansa | Brazil | Brazil | 1 | 1 | | | | |
| 3 | Ricardo Lessa Pansa | Brazil | Brazil | 1 | 1 | | | | |
| 4 | | | | | | | | | |
| | | Total shares held by attendees | | 95,699 | | | | | |
| | | Total company's shares | | 127,944 | 74.80% | | | | |

Ricardo Lessa Pansa
Chairman

Vera Lucia Pracidelli
Secretary

JUCESP FILE No.
0.825.239/20-5

NUTRIPLANT INDÚSTRIA E COMÉRCIO S.A.

CNPJ/MF No. 51.128.999/0001 -90

NIRE 35.300.320.930

An Authorized Publicly-Held Company

**MINUTES OF THE BOARD OF DIRECTORS' MEETING
HELD ON OCTOBER 13, 2020**

Date, time, venue: On the thirteenth day of October 2020, 10:00 am, at the Company's head office located in the city of Barueri, state of São Paulo, at Rua Arnaldo, 388, Bairro Engenho Novo.

Call and Attendance: Notice of Meeting waived on the grounds of attendance of all members of the Company's Board of Directors, in accordance with Article 13, paragraph 3, of the Bylaws, as proven by the signatures on these Minutes accordingly.

Chair: Chairman: Mr. Emilio Pansa; Secretary: Mr. Ricardo Lessa Pansa.

Agenda: To review, discuss and resolve on the reelection of the members of the Company's Board of Officers, Mr. Ricardo Lessa Pansa, Brazilian, divorced, a business administrator, holder of identity card (RG) No. 10.349.751-1 SSP/SP and enrolled in Individual Taxpayer's Registry/Ministry of Finance (CPF/MF) under No. 161.079.168-14, with business address at Rua Arnaldo, 388, Bairro Engenho Novo, Barueri, SP, CEP 06415-110, as the Chief Executive Officer and Investor Relations Officer; and Mr. Mario Luiz Croffi, Brazilian, married, an administrator, holder of identity card (RG) No. 6.893.978-SSP/SP enrolled in Individual Taxpayer's Registry/Ministry of Finance (CPF/MF) under No. 680.530.298-68, with business address at Rua Arnaldo, 388, Bairro Engenho Novo, Barueri, SP, CEP 06415-110, as the Sales Officer.

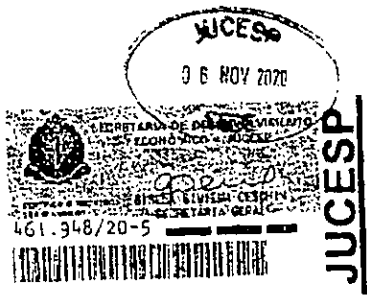
Resolutions: After reviewing and discussing the matters in the Agenda, the Directors, unanimously and with no restrictions, have resolved to (i) reelect as of this date Mr Ricardo Lessa Pansa as the Company's Chief Executive Officer and Investor Relations Officer, and Mr. Mario Luiz Croffi as the Company's Sales Officer. Then-elected Officers shall have a term of office of three years and will be invested in their positions upon signature of the respective Instruments of Investiture on the Board of Directors' Meetings Book.

Closing: With no further matters on the agenda and upon no other statement of intent, the meeting was adjourned for the drawing up of these Minutes, which after being read and approved was signed by all attending members. Chairman: Emilio Pansa; Secretary: Ricardo Lessa Pansa. Attending Board Members: Emilio Pansa, Ricardo Lessa Pansa, and Eduardo Lessa Pansa.

I hereby certify that this is a true copy of the original Minutes drawn up in the proper book.

Barueri, October 13, 2020.

RICARDO LESSA PANSA
Secretary



[JUCESP FILE No. stamp]

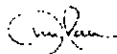
**ATTACHMENT I TO THE MINUTES OF THE BOARD OF DIRECTORS'
MEETING HELD ON OCTOBER 13, 2020**

INSTRUMENT OF INVESTITURE

On the thirteenth day of October 2020, Mr. Ricardo Lessa Pansa, Brazilian, divorced, a business administrator, holder of identity card (RG) No. 10.349.751-1 SSP/SP and enrolled in Individual Taxpayer's Registry/Ministry of Finance (CPF/MF) under No. 161.079.168-14, with business address at Rua Arnaldo, 388, Bairro Engenho Novo, Barueri, SP, CEP 06415-110, attended the head office of Nutriplant Industria e Comércio S.A ("Company") to be invested as the Chief Executive Officer and Investor Relations and Financial Officer, positions to which Mr. Pansa was elected at the Board of Directors' Meeting held as of this date. Accordingly, this Instrument of Investiture, drawn up for such purpose, is hereby signed upon.

The Officer hereby invested represents, under the penalties of law, that he is neither prevented by any special law from exercising management duties at the Company nor has he been sentenced, or is under the effects of such a sentence, to any penalty that bars him even though temporarily from being entitled to public office, or sentenced in connection with a bankruptcy crime, nonfeasance, bribery, corruption, embezzlement by public servant, or crimes against the consumer, the national financing system, antitrust enforcement, consumer relations, public trust or property.

Barueri, October 13, 2020.



RICARDO LESSA PANSÁ

**ATTACHMENT II TO THE MINUTES OF THE BOARD OF DIRECTORS'
MEETING HELD ON OCTOBER 13, 2020**

INSTRUMENT OF INVESTITURE

On the thirteenth day of October 2020, Mr. **Mario Luiz Croffi**, Brazilian, married, an administrator, holder of identity card (RG) No. 6.893.978-SSP/SP enrolled in Individual Taxpayer's Registry/Ministry of Finance (CPF/MF) under No. 680.530.298-68, with business address at Rua Arnaldo, 388, Bairro Engenho Novo, Barueri, SP, CEP 06415-110, attended the head office of **Nutriplant Industria e Comércio S.A ("Company")** to be invested as the Sales Officer, a position to which Mr. Croffi was elected at the Board of Directors' Meeting held as of this date. Accordingly, this Instrument of Investiture, drawn up for such purpose, is hereby signed upon.

The Officer hereby invested represents, under the penalties of law, that he is neither prevented by any special law from exercising management duties at the Company nor has he been sentenced, or is under the effects of such a sentence, to any penalty that bars him even though temporarily from being entitled to public office, or sentenced in connection with a bankruptcy crime, nonfeasance, bribery, corruption, embezzlement by public servant, or crimes against the consumer, the national financing system, antitrust enforcement, consumer relations, public trust or property.

Barueri, October 13, 2020.

Mario Luiz Croffi

MARIO LUIZ CROFFI

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