



## **ADECOAGRO S.A.**

### **ESG COMMITTEE CHARTER**

#### **PURPOSE**

The ESG Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Adecoagro S.A. (the “Company”) for the purpose of assisting the Board in fulfilling its responsibility to (i) present and discuss Environmental, Social and Governance (ESG) matters that are relevant for the company; (ii) assess ESG impact of company’s major decisions such as investments, growth or other matters; (iii) define strategies to address our ESG impacts, including targets for material topics such as climate change, water management, or gender diversity; (iv) review and approve our ESG storytelling and communication pieces, including the sustainability report and/or integrated report; (v) be able to appeal ESG investors drawing on the knowledge gained (vi) continuously evaluate our ESG performance in order to keep improving our sustainable production model.

#### **ORGANIZATION AND MEMBERSHIP**

The Committee shall consist of three or more directors as may be fixed from time to time by the Board. All members are designed according to their background and experience, which needs to be related to, at least, one of the three ESG pillars.

Committee members shall be appointed by the Board at its annual organizational meeting following the annual meeting of stockholders and shall serve for a term of one year, unless any member shall sooner resign or be removed, with or without cause, by the Board prior to the expiration of his or her term. The Board may appoint a director to fill any vacancy created on the Committee for any reason, and such successor shall serve for the remaining term period of the Committee member he or she is replacing. The Committee’s chairperson shall be designated by the full Board, or the Committee members shall elect a chairperson by majority vote. The Committee may from occasionally delegate authority to subcommittees when considered appropriate.

#### **LIMITATION ON COMMITTEE’S ROLE**

The Committee's role is one of oversight and recognizes that management is responsible for preparing the issues to be addressed, which arise from the Annual Sustainability Management Plan for each of the businesses. Likewise, the Committee does not have the role of assuring or certifying performance. Performance and reporting audits are performed by external verification agencies.

## **OVERSIGHT FUNCTIONS**

The following functions shall be the common recurring activities of the Committee in carrying out its oversight function. These functions are set forth as a guide with the understanding that the Committee may diverge from this guide as appropriate given the circumstances.

### ***Oversight of Adecoagro's Environmental impact and opportunities***

The Committee shall:

1. Understand Greenhouse gases (GHG) role for our planet and our living conditions; understand the carbon balance of our own organization, while being able to analyze and detect carbon emissions reduction opportunities in each business.
2. have the sole authority and responsibility for setting goals for each business, and to define investments in our businesses that consider new technologies to strengthen the development of an evolving sustainable and efficient production model.
3. supervise the management of the rest of the environmental resources that affect us and that we address since our inception: soil, water, energy, effluents, waste, biodiversity, among others.

### ***Oversight of Adecoagro's Social impact and opportunities***

The Committee shall:

1. review and discuss the company's social performance, focusing on material aspects such as: (a) socioeconomic impact on the communities where we operate; (b) internal enhancement of diversity and inclusion; (c) occupational health and safety proper management; (d) support for contractors, suppliers, customers and consumers in the development of more sustainable value chains;
2. have the sole authority and responsibility for setting social targets for Adecoagro and for each individual business, and to define investments in the material topics mentioned previously, to maintain Adecoagro's positive social impact.
3. supervise along the year, the company's management and performance in social key performance indicators.

### ***Oversight of Adecoagro's Governance performance***

The Committee shall review and discuss the company's governance performance, focusing on material aspects such as: (a) board structure, quality and integrity; (b) ownership and shareholder's rights; (c) governance related policies.

Aspects related to (a) remuneration, and (b) audit and financial reporting, which are of relevance from a governance perspective, are overseen by the Compensation and Talent Committee and/or the Audit Committee.

## **PROCEDURES**

The Committee shall:

1. meet as often as deemed necessary or appropriate in its judgment (but not less than quarterly), either in person or virtually; the chairperson of the Committee will preside at each meeting of the Committee and, in consultation with the other members of the Committee, shall set the frequency and length of each meeting and the agenda of items to be addressed at each meeting; the chairperson will ensure that the agenda for each meeting, together with any other relevant materials, are circulated as soon as reasonably practicable in advance of the meeting;
2. report regularly to and review with the Board any issues that arise with respect to ESG concerns.

## **COMMITTEE RESOURCES**

The Committee shall have the authority to engage independent counsel and other advisors as the Committee deems necessary to carry out its duties, and the Company shall provide appropriate funding as determined by the Committee. In addition, according to the agenda of each meeting, other executive teams participate to support the topic.