BOARD REGULATIONS

OF

ECOM AGROINDUSTRIAL CORP. LTD.

with registered seat in Pully, Vaud

2026

1. GENERAL PROVISIONS

1.1 Basis and Scope

The business of ECOM Agroindustrial Corp. Limited (the "**Company**") shall be conducted in accordance with Swiss law, the articles of association of the Company (the "**Articles**") and these board regulations (the "**Regulations**").

These Regulations have been adopted by the Board of Directors (the "**Board**", and each member a "**Director**") in accordance with art. 716b para. 2 of the Swiss Code of Obligations ("**CO**") and the Articles.

The purpose of these Regulations is to govern the organization of the Board, to define the executive powers within the Company and to delegate part of the duties and powers of the Board to the management of the Company (the "**Management**").

These Regulations also establish the principles for the governance of all companies with the Company's Group (the "**Group**"). As the Group's holding company, the Company's governing bodies not only pass resolutions for the Company itself but also supervise and adopt guidelines and strategic directions for the Group overall, without prejudice to the independence of every individual Group company and the provisions of applicable local laws, rules and regulations relating to them.

Nothing in these Regulations shall detract from the Board's non-transferable and inalienable duties.

1.2 Governing bodies

The Company's governing bodies are the Conseil d'Administration / Board of Directors ("**Board**") and the Executive Committee ("**ExCo**").

2. ORGANISATION AND CONSTITUTION OF THE BOARD

2.1 The Board shall determine its own organization.

2.2 The Board shall appoint its chairman (the "**Chairman**") and its vice-chairman (the "**Vice-Chairman**") for one-year tenures. The Chairman has all duties and competencies conferred to him by law, the Articles and these Regulations.

2.3 The majority of the Board shall be independent, in accordance with the independence criteria established by the Board.

2.4 The Board shall appoint a secretary, who need not be a Director nor a shareholder.

2.5 The Board constitutes itself at its first meeting following the Annual General Meeting ("**AGM**"). In this meeting the Chairman, any Vice Chairman, the Secretary, the Committee Chairpersons and the Committee members are appointed by the Board. The Board may remove Board members from these appointments at any time. Appointments and removals are advised to the Vaud Register of Commerce.

3. RESPONSIBILITIES, AUTHORITIES AND DELEGATION

3.1 In General

The Board has the responsibilities and authorities set out in these Regulations, including all schedules and any annexes hereto. Mandatory provisions of applicable laws, rules and regulations or rules contained in the Articles that may be considered to conflict with any provisions of these Regulations take priority to and override these Regulations.

3.2 Supervision and Ultimate Responsibility

The Board is responsible for the overall direction, supervision and control of the Group and its management, as well as for supervising compliance with applicable laws, rules and regulations. The Board exercises oversight over the Company and its subsidiaries and is responsible for ensuring the establishment of a clear Group governance framework to ensure effective steering and supervision of the Group and which takes into account the material risks to which the Group are exposed (CO *Art. 716a).*

The Board has ultimate responsibility for the success of the Group and for delivering sustainable stakeholder value within a framework of prudent and effective controls. It decides on the Group's strategic aims and the necessary financial and human resources upon recommendation of the ExCo and sets the Group's values and standards to ensure that its obligations to its shareholders and other stakeholders are met.

3.3 Delegation of Duties

Save for the non-transferable duties provided by CO Art. 716a , the Board delegates the entire management of the Company and the Group to the ExCo under the leadership of the CEO. The ExCo is authorized to sub-delegate specified partial functional or regional areas of competence to individual members of the ExCo, members of senior management or to other functions.

The Board may, at any time, reassume responsibility for such powers and duties. Similarly, the Board may delegate such powers and duties to any other corporate body or individuals, as it may from time to time deem appropriate, within the limits of the law and the Articles.

The Board receives regular reports on the performance of the Company and the Group and discusses the reports and proposals submitted to it by the Board committees, the CEO, the Chief Financial Officer ("**CFO**") and other senior managers.

3.4 Duty of Care and Loyalty

Each member of the Board is under a duty to carry out their responsibilities with due care and to safeguard and further the interests of the Company and of all its shareholders.

3.5 Strategy and Financial Success

The Board's ultimate responsibility for strategy and financial success includes in particular:

3.5.1 deciding on the business strategy of the Group upon recommendation of the CEO, having regard to the proposals and alternatives reviewed by the ExCo;

3.5.2 approving the overall risk appetite framework of the Group;

3.5.3 approving the financial objectives and approving, via the financial planning process, the necessary means to achieve these objectives, including approving a capital allocation framework;

3.5.4 approving new businesses or acquisitions outside our existing core businesses, mergers, disposals or capital expenditures, including decisions on major changes to the Group or its structure, major changes in Significant Group Entities, and other projects of strategic importance for the Group;

3.5.5 approving all matters and business decisions where such decisions exceed the authority delegated by the Board to the Committees, the CEO or the ExCo.

3.6 Specific Duties

With respect to the ultimate responsibility for the financial situation, the Board has, in particular, the following duties:

3.6.1 approving the applicable accounting standards (i.e., currently IFRS), financial control frameworks and approving significant changes to them;

3.6.2 annually reviewing and approving the business plans and related budgets;

3.6.3 approving the capital and liquidity plans;

3.6.4 reviewing and approving the annual financial statements of the Group; and reviewing and approving the consolidated annual and quarterly financial statements, as well as the consolidated annual report of the Group prior to its submission to the AGM.

3.7 Organization

The Board is responsible for establishing an appropriate business organization, including in particular:

3.7.1 approving and regularly reviewing the governance principles, internal regulations and policies and the management structures;

3.7.2 overseeing the effectiveness of the business organization and management information system implemented;

3.7.3 regulating and supervising the internal controls;

3.7.4 approving the charter for Group Internal Auditing and directing Internal Audit programs;

3.7.5 appointing and removing (*CO art. 726*) the CEO, ExCo members, Commodity CEO's*;* and

3.7.6 approving the compensation and benefits principles of the Group.

3.8 Meetings of Shareholders

3.8.1 The Board has a duty to convene the AGM at least once a year prior to 30 June and extraordinary general meetings and to decide on proposals to be made to the Shareholders, as well as a duty to implement resolutions adopted by the Shareholders.

3.8.2 Notice of shareholder meetings will be sent at least 20 days prior to the effective date of the meeting.

3.9 Insolvency, loss of Equity, and over indebtedness

In case of insolvency, insufficient equity or over indebtedness on a company standalone basis, the Board must undertake with promptness all steps required by Swiss law (*CO art. 725ss*).

3.10 Share Capital

Subject to the powers of the General Meeting of Shareholders, the Board makes the legally required decisions in connection with increasing or reducing the share capital.

3.11 Advice from Third Parties

The Board and its committees may, in performing their duties, take advice from third parties.

4. MEETINGS

4.1 Number of Meetings

The Board meets as often as business requires, and at least four times a year in person or by video conference.

4.2 Convening Meetings

Board meetings are convened by the Chairman. Any Board member or the CEO may convene an extraordinary Board meeting (*CO art. 715*) by request to the Chairman.

4.3 Invitation

The Chairman or, if absent, the Vice Chairman, invites the Board Members to the Board meetings.

4.4 Agenda and Notice Period

The invitation contains the agenda and must be sent to Board members and other attendees as a rule at least five days prior to the date of the Board meeting together with all necessary supporting material. In exceptional cases, supporting material may be sent later to allow the Board to receive the latest available information.

In time critical cases (as determined by the Chairman, at their discretion), a Board meeting may be held, and the supporting material may be sent, at shorter notice.

4.5 Chair

Board meetings are chaired by the Chairman, or, if absent, the Vice Chairman, or if there is no Vice Chairman or in their absence, by another Board member selected by the Board members present.

4.6 Other Board Meetings/Attendees

The Board may hold meetings as determined by the Chairman:

4.6.1 with or without the participation of the CEO and all or some of the other ExCo members; and

4.6.2 with the participation of other persons, who may be invited to attend,

in either case who shall have no voting rights nor be counted towards any quorum.

4.7 Meeting Format

Board meetings may be held in person, by telephone or by video conference.

4.8 Minutes of Board Meetings

The minutes (including the annexes as presented to the Board) contain all Board resolutions made and reflect in a general manner the considerations which led to the decisions made. Dissenting opinions of and votes cast by Board members may also be reflected in the minutes.

4.9 Form of Minutes/Inspection Rights

The minutes must be signed by the chair of the meeting and the relevant minute taker and must be made available for review and approval prior to the next Board meeting. Board members are entitled to examine the minutes of any Board meeting at any time.

5. RESOLUTIONS

5.1 Quorum of Attendance

Subject to paragraph 5.2 below, the presence in person or by telephone or video conference of the majority of the Board members, is required to pass valid Board resolutions. If this quorum is not present, the Chairman or the Vice Chairman can seek a Written Resolution of the Board (see paragraph 5.4 below).

5.2 Quorum of Resolutions/Decisive Vote

Board resolutions are passed by a majority of the votes of Board members present. The Chairman does not have a casting vote.

5.3 Resolutions on Items Not on the Agenda

If time-critical matters arise after a Board meetings has already been convened, such matters may be discussed at the Board meeting and Board resolutions made if a majority of all Board members present agree.

5.4 Written Resolutions

The Board may pass its resolutions in writing (circular resolutions) on paper or electronically, unless a member requests that it be debated orally. If the resolution is passed electronically, no signature is required, unless the Board specifies a different requirement in writing.

A Written Resolution is as binding as a Board resolution adopted at a Board meeting and must be recorded under a separate heading in the Board minutes prepared pursuant to paragraphs 4.8 and 4.9 for the next Board meeting.

6. INFORMATION RIGHTS

6.1 Right of Information

Board members have access to all information concerning the business and the affairs of the Group as may be necessary or helpful for them to fulfil their duties as Board members. Information will be provided through appropriate Board and Management channels.

6.2 Request for Information during Board Meetings

At Board meetings, any Board member is entitled to request information on any matter relating to the Group regardless of the agenda, and the Board, the CEO or ExCo members present must provide such information to the best of their knowledge (*CO art. 715a).*

6.3 Request for Information Outside of Board Meetings and other interactions with Group personnel

Should a Board member require information or wish to review documents outside a Board meeting, they must address their request to the Chairman. Should a Committee Chairperson require information or wish to review documents outside a Committee meeting, they can, within the range of responsibilities of their Committee, address such request to the relevant person, subject to keeping the Group CFO on copy of such requests (excluding everyday interactions with Group Internal Audit).

Ad hoc verbal requests from Group personnel for guidance are not required to be channelled via the Chairman. Any form of direction from any Board member must, however, be formally channelled via the Chairman and in all written cases, the CEO and CFO are to be put on copy.

7. BOARD SELF-ASSESSMENT AND PERFORMANCE EVALUATION

The Board reviews its own performance annually, as well as the performance of each of the Committees. Such a review seeks to determine whether the Board and the Committees function effectively and efficiently.

The Board may also arrange a performance evaluation for the Chairman. Taking into account annual performance evaluations, the Board must consider whether any changes should be made to the membership of the Board or Committees.

8. BOARD CHAIRMAN

8.1 The Chairman leads the Board in the exercise of its non-transferable and inalienable duties and is responsible for its formal and organizational management. The Chairman ensures correct procedures with respect to the preparation, passing and implementation of Board resolutions, co-ordinating tasks within the Board and, in particular, calling Board meetings and setting their agendas.

The Board elects its Chairman at the first meeting following the AGM.

The Chairman presides over the AGMs and EGMs.

The Chairman coordinates, together with the Committees' Chairpersons, the work of all Committees. He may attend the meetings of other Committees in consultation with the relevant Committee Chairperson.

The Chairman, together with the CEO, is responsible for ensuring effective communication with stakeholders, including government officials, regulators and public organizations. The Chairman is the primary representative of the Board and, together with the CEO, of the Group with the media. Other Board members may only discuss Group matters with the media with the approval of the Chairman.

The Chairman establishes and keeps close working relationships with the CEO and the other ExCo members, providing advice and support to them while respecting the fact that day-to-day management responsibility is delegated to them under these Regulations. The Chairman also facilitates a constructive relationship between the Board and the CEO and other ExCo members.

If the Chairman is unable to carry out their duties, the respective tasks are handled by the Vice-Chairman (if there is one) or, if the latter is unable, by another Board Member appointed by the Board.

9. VICE CHAIRMAN

The Board may designate a Vice-Chairman amongst its Members. If the Chairman is not independent, then the Vice-Chairman should ideally be independent. In case of absence of the Chairman, the Vice-Chairman performs the Chairman's duties and competencies.

10. BOARD COMMITTEES

10.1 Basis

The Board may delegate the preparation and implementation of its resolutions and the monitoring of business operations to Board committees.

The Committees have the responsibilities and authorities set out in each Committee's Charter, which is approved by the Board. To the extent of any conflict, the provisions of applicable laws, rules and regulations or rules contained in the Articles and in these Regulations shall take precedence over the term of any Charter.

The Board establishes the Corporate Practices and Compensation Committee ("**CPC Committee**") and the Audit and ESG Committee ("**Audit Committee**") as permanent Committees.

The Board may set up other Committees, including so-called ad hoc committees, if the Board deems such other committees appropriate or necessary. The Board committees are authorized to investigate all matters within their remit or to delegate such investigations to others. If necessary, they may engage independent experts.

10.2 Appointment and Election

The Committee Chairperson and the Committee members are appointed pursuant to paragraph 2.5 of these Regulations, and the Board may remove any Committee member or any Committee Chairperson at any time.

Committee members must have the necessary knowledge and experience to fulfil their functions.

10.3 Responsibilities and Authorities

Based on article 25 of the Articles, the Board delegates certain responsibilities and authorities to the Committees. The overall responsibility for such delegated competencies remains with the Board. The Committees shall issue recommendations to the Board for approval and shall adopt specific resolutions and decisions delegated within the limits of CO art. 716a. The Committees will keep minutes.

10.4 Membership and Presence of the Chairman

The Chairman may attend the meetings of other Committees in consultation with the relevant Committee Chairperson.

10.5 Regular Reporting

Each Committee Chairperson ensures that the Chairman and the Board are kept informed in a timely and appropriate manner. Each Committee Chairperson (either personally or through another Committee member) regularly reports in writing to the Board at the Board meetings on the current activities of their Committee and on important Committee issues, including all matters falling within the duties and responsibilities of the Board, namely:

10.5.1 proposals for resolutions to be considered, or other action to be taken by the Board;

10.5.2 resolutions and decisions made by the Committee and the material considerations that led to such resolutions and decisions; and

10.5.3 activities and important findings of the Committee.

Each Committee annually submits a written report to the Board, detailing the activities of the Committee during the last twelve months.

11. SECRETARY

11.1 The Board appoints the Secretary (the position can be linked to that of General Counsel) in consultation with the CEO.

11.2 The Secretary assists the Board in coordinating and fulfilling their duties and assignments, ensuring the integrity of the governance framework, being responsible for the efficient administration of a company, ensuring compliance with statutory and regulatory requirements and implementing decisions made by the Board. The Secretary's duties include:

11.2.1 Managing board meetings and committee processes. This means responsibility for the preparation and distribution of board papers, agendas, and minutes;

11.2.2 Managing shareholder engagement activities, including shareholder meetings;

11.2.3 Communicating board instructions;

11.2.4 Keeping share and beneficial owners' registers and other registers up-to-date and compliant with the laws;

11.2.5 Keeping documentation on group affiliates and affiliate governance structures;

11.2.6 Providing advice and suggestions for improvement to the board of directors on governance, corporations law and statutory requirements;

11.2.7 Ensuring that the Company is adhering to its compliance obligations;

11.2.8 Engaging with regulators and other third parties;

11.2.9 The Secretary keeps the Board minutes. If unable to attend, the Board appoints a substitute for the specific meeting.

11.3 The Secretary is responsible for keeping the Company's official company documents (share and beneficial owners registers) and records including their certifications, minutes and communications to the Register of Commerce.

12. CHIEF EXECUTIVE OFFICER (CEO)

12.1 The CEO is appointed and dismissed by the Board. The CEO reports to the Chairman and the Board.

12.2 The CEO leads, supervises, and coordinates the members of the ExCo. The CEO is responsible for the overall operational business of the Company and the Group, as well as the implementation of the Board’s decisions.

12.3 The CEO is responsible for the preparation of the strategy of the Company and the Group, its presentation to the Board for deliberation, as well as for overseeing its implementation. The role includes managing the Company’s operations, financial performance, and balance sheet positions, as well as executing other measures decided by the Board. The CEO represents the Group in coordination with the Chairman and seeks to ensure the long-term sustainable growth and development of the Group.

12.4 As the main point of contact for the Chairman and the Board members, the CEO represents and coordinates the ExCo’s positions with the Board, submits proposals, and justifies them. For transactions requiring approval, the CEO presents proposals to the Board and ensures the implementation of the resolutions.

12.5 The CEO is responsible to communicate the Board’s resolutions and suggestions to the ExCo members, ensuring they are implemented. The CEO provides ongoing, sufficient, and immediate information to the Chairman about business developments and extraordinary occurrences that significantly impact the Company and the Group.

12.6 The CEO provides ongoing, sufficient, and immediate information to the Chairman about business developments and extraordinary occurrences that significantly impact the Company and the Group.

13. EXECUTIVE COMMITTEE (EXCO)

13.1 ExCo has the delegated responsibility, under the leadership of the CEO, to manage the Company and the Group, in particular with respect to preparing the strategy.

13.2 The members of ExCo (other than the CEO) are individually responsible for the business areas (regions or functions) assigned to them by the Board and the CEO, as relevant. In particular, the members of ExCo have the following duties relating to their respective business areas or function:

13.2.1 achieving the set strategic, operating and quantitative targets for their business area or function;

13.2.2 preparing and assuming responsibility for the annual budget for their business area or function;

13.2.3 ensuring that management capacity, financial and other resources are available and efficiently allocated to their business area or function;

13.2.4 overseeing business performance within their business area or function and issuing the necessary instructions and directives in line with those of the Group;

13.2.5 reporting on business performance and important matters to the CEO.

13.3 ExCo meets as often as business requires. Meetings are convened and chaired by the CEO or, if the CEO is prevented from doing so, by the CFO, or if the CFO is prevented from doing so, another member of ExCo appointed by the CEO.

13.4 ExCo constitutes a quorum when the majority of its members take part in the meeting. Resolutions are based on the opinion of the full ExCo, but ultimately the decision rests with the CEO. All proposals and resolutions must be recorded in minutes.

14. AUTHORITY TO SIGN

14.1 Signing in the name of the Company or any of its subsidiaries requires two authorized signatures to be binding unless within specified power of attorney. The Board shall designate those persons authorized to sign on behalf of the Company. In addition, any employee of the Company having one of the following ranks or functions is authorized to sign, jointly with another authorized signatory, on behalf of the Company:

14.1.1 all members of the Board;

14.1.2 the CEO and each of the ExCo members.

14.2 The Board issues signing authorities and approval and responsibility matrices, specifying details and principles, including but not limited to the scope of signature authorities and possible extensions, exceptions to the joint signature authority principle, and the possibility for signatories of Group companies to sign on behalf of the Company and vice versa. In addition, each Group company may establish their respective rules, according to mandatory provisions of local law, rules and regulations.

15. CONFLICTS OF INTEREST

15.1 The Board members arrange their personal and business affairs to avoid, as much as possible, a conflict of interest.

15.2 Each Board member must disclose to the Chairman any conflict of interest generally arising or relating to any matter to be discussed at a meeting, as soon as the Board member becomes aware of its existence. The Chairman must advise the Board of the conflict of interest and record the existence of the conflict in the meeting minutes.

15.3 If a Board member has an interest that conflicts with the interests of the company, the Board (and not only the Chairman, unless expressly mandated by the Board) should determine (depending on the intensity of the conflict) whether to:

15.3.1 conduct a double vote;

15.3.2 exclude the conflicted member from the vote; or

15.3.3 exclude the conflicted member from both the discussion and the vote.

15.4 In the case of an ongoing conflict of interest, the Board should decide whether the conflicted member should be asked to resign or not be nominated for re-election.

16. DUTY OF CONFIDENTIALITY

Each Board member keeps all information – except information already in the public domain – relating to the Group, which they have learned during the performance of their duties, strictly confidential at all times. This obligation and duty continues even after the term of office of the Board member has expired for as long as the relevant information remains confidential.

17. GENERAL

To the extent of any conflict, the provisions of applicable laws, rules and regulations or rules contained in the Articles will take precedence over this such conflicting provisions of these Regulations.

18. ENTRY INTO FORCE, AMENDMENTS

18.1 These Regulations come into effect on 4 May 2026, based on a Board resolution of ECOM Agroindustrial Corp. Limited, replace all former regulations governing the Conseil d'Administration of ECOM Agroindustrial Corp. Ltd. and are to be read in conjunction with its Articles.

18.2 The Board shall review these Regulations periodically and may amend them, from time to time, by resolution of the Board.