

**LAVORO AGRO HOLDING S.A.**

Brazilian National Directory for Legal Entities of the Ministry of Economy ("CNPJ/ME") number  
27.490.581/0001-43

Number of Registration with the Corporate Record ("NIRE") 35.300.503.112

**Minutes of the Stockholders' Special General Meeting held on May 31, 2022**

**1. Date, Time and Place:** On May 31, 2022, at 3:00 p.m., at the headquarters of Lavoro Agro Holding S.A., in the City of São Paulo, State of São Paulo, at Avenida Doutor Cardoso de Melo, no. 1.450, conjunto 501, CEP: 04548-005 (hereinafter referred to as "Company").

**2. Meeting Board:** The analysis of the matters at hand was chaired by Mr. Peter Paul Lorenzo Estermann, and assisted by the Secretary appointed, Mr. Ruy Marcos Laguna Cunha.

**3. Convening and Attendance:** Prior convening was waived according to provision in paragraph 4, of Article 124, of the Law no. 6.404/1976, as amended (hereinafter referred to as the "Corporation Law"), due to the attendance of stockholders representing the Company's entire capital stock.

**4. Agenda:** To resolve on (i) the alteration of the address of the branch of Curitiba / PR, registered with the CNPJ under number 27.490.581/0003-05; and (ii) the approval of the amended and consolidate version of the Company's Bylaws.

**5. Resolutions Taken:** Initiating the analysis of the matters at hand and following the agenda, the founder stockholder resolved:

- (i) To alter the address of the branch of Curitiba / PR, registered with the CNPJ under number 27.490.581/0003-05, and with the Board of Trade of the State of São Paulo under the NIRE 41901934694, from Avenida Iguaçu, no. 100, Conj 801, Andar 07, Condomínio Centro Empresarial Antonio Peretti, Rebouças District, in the City of Curitiba, Paraná, CEP: 80230-020 to Avenida Iguaçu, no. 2820, Conj 51, Andar 05, Cond. Iguacu 2820 CD, Bloco BL Corporativo, Água Verde District, CEP: 80240-031, in the City of Curitiba, State of Paraná.
- (ii) As a consequence of the resolution above, the wording of Article 2 of the company's Bylaws is altered, which shall become effective with the following new wording:

*"Article 2 - The Company has principal place of business and venue in the City of São Paulo, State of São Paulo, at Avenida Doutor Cardoso de Melo, no. 1.450, conjunto 501, Vila Olímpia, Edifício Olympic Tower, CEP: 04548-005, which may have branches, offices, bureaus and agencies, in compliance with the legal and statutory requirements relevant to the matter.*

*Sole paragraph – The Company has the following branches:*

*(a) Avenida Sete de Setembro, no. 4682, Setor A, Batel District, Curitiba, Paraná, CEP: 80240-000, registered with the CNPJ/ME under number 27.490.581/0002-24, and with the Board of Trade of the State of São Paulo under the NIRE 41999817713, which conducts the activity of provision of general strategic consulting and advisory services;*

*(b) Avenida Iguazú, no. 2820, Conj 51, Andar 05, Cond. Iguacu 2820 CD, Bloco BL Corporativo, Água Verde District, CEP: 80240-031, in the City of Curitiba, State of Paraná, registered with the CNPJ/ME under number 27.490.581/0003-05, registered with the Board of Trade of the State of São Paulo under the NIRE 41901934694, which conducts the activity of provision of general strategic consulting and advisory services.*

(iii) due to the resolution above, the alteration and consolidation of the Company's Bylaws was approved, pursuant to the consolidated Bylaws being an integral part of these minutes, as Exhibit II.

**6. Adjournment of the Meeting and Drawing up of Minutes:** Once there was nothing else to be addressed, the meeting was adjourned, from which these minutes were drawn up, which, upon read, checked and found compliant, was duly signed by all of the attendees. Meeting Board: Peter Paul Lorenzo Estermann – Chairman; Ruy Marcos Laguna Cunha – Secretary.

**7. Attending Stockholder: Abakel Company S.A.**

São Paulo / SP, May 31, 2022.

*[field intended for signatures of the Stockholders' Special General Meeting held on May 31,  
2022, of Lavoro Agro Holding S.A]*

Meeting Board:

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Peter Paul Lorenzo Estermann  
Chairman of the Meeting

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Ruy Marcos Laguna Cunha  
Secretary to the Meeting

**Abakel Company S.A.**

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Represented by its chief officers, Ruy Marcos Laguna Cunha and  
Marcelo Reschini Abud

## **Exhibit II**

### **CONSOLIDATION OF THE BYLAWS OF LAVORO AGRO HOLDING S.A.**

Article 1 – The name of the Company, organized as a privately held joint stock company, to be governed as provided for in these Bylaws and the applicable legal provisions, is Lavoro Agro Holding S.A.

Article 2 - The Company has principal place of business and venue in the City of São Paulo, State of São Paulo, at Avenida Doutor Cardoso de Melo, no. 1.450, conjunto 501, Vila Olímpia, Edifício Olympic Tower, CEP: 04548-005, which may have branches, offices, bureaus and agencies, in compliance with the legal and statutory requirements relevant to the matter.

Sole paragraph – The Company has the following branches:

- (a) Avenida Sete de Setembro, no. 4682, Setor A, Batel District, Curitiba, Paraná, CEP: 80240-000, registered with the CNPJ/ME under number 27.490.581/0002-24, and with the Board of Trade of the State of São Paulo under the NIRE 41999817713, which conducts the activity of provision of general strategic consulting and advisory services;
- (b) Avenida Iguaçu, no. 2820, Conj 51, Andar 05, Cond. Iguaçu 2820 CD, Bloco BL Corporativo, Água Verde District, CEP: 80240-031, in the City of Curitiba, State of Paraná, registered with the CNPJ/ME under number 27.490.581/0003-05, registered with the Board of Trade of the State of São Paulo under the NIRE 41901934694, which conducts the activity of provision of general strategic consulting and advisory services.

Article 3 - The Company has as corporate purpose: (i) the holding of interests in other companies, as partner or stockholder, in the Country or abroad; (ii) the provision of general strategic consulting and advisory services.

Article 4 - The Company shall have indefinite term.

Article 5 - The Company's capital stock is one billion, two hundred and twenty-two million, one hundred and sixty eight thousand, one hundred and forty-eight Brazilian *Reais*

(R\$ 1,222,168,148.00), represented by one billion, two hundred and twenty-two million, one hundred and sixty eight thousand, one hundred and forty-eight (1,222,168,148) shares of the common stock, registered and with no par value.

**§ 1** – Each share of the common stock is entitled to one vote in resolutions of Stockholders' General Meetings.

**§ 2** - The Company's stocks may be converted from one type to another, provided that upon approval by stockholders representing the entire capital stock.

**§ 3** – The capital stock may, upon resolution of the Stockholders' General Meeting, be increased upon the issue of stocks, without keeping proportion with types and/or classes of already existing stocks or stocks to exist in the future.

**§ 4** – No transfer of stocks shall be valid or effective before the Company or any third parties, nor shall it be acknowledged on stock registration and transfer books, if carried out in breach of any stockholders' agreement filed with the Company.

**§ 5** - The Company is forbidden to create and issue founder's shares.

Article 6 – The Stockholders' General Meeting shall ordinarily meet every year within the four (4) first months promptly subsequent the end of the fiscal year, and, on an extraordinary basis, when the corporate interests so require, upon convening under the law. The Stockholders' General Meeting shall be installed and chaired by the Chairman of the Board of Directors and, in the absence thereof, as appointed by the attending stockholders, and the Chairman of the Stockholders' General Meeting shall select the Secretary to the Meeting.

**§ 1** – The Stockholders' General Meeting shall be convened by the Board of Directors, under the law, upon no less than an eight (8)-day prior notice. Convening shall be waived in the event of that all stockholders are present at the Stockholders' General Meeting.

**§ 2** – The Chairman and the Secretary to the Stockholders' General Meeting shall care for the compliance with stockholders' agreements filed with the Company, rejecting the computation of vote issued in breach of such agreements.

Article 7 – The following resolutions may only be taken at Stockholders' General Meeting upon the affirmative vote of no less than stockholders holding the majority of the shares of the common stock:

- (i) alteration in any of the articles of the Bylaws;
- (ii) increase or reduction of the capital stock;
- (iii) issue, by the Company, of debentures and warrants;
- (iv) transformation, split, takeover and merger of the Company;
- (v) resolution for the Company's liquidation or dissolution;
- (vi) fixing of the administrators' compensation;
- (vii) appropriation of profits and allocation of dividends;
- (viii) payment of interests on net equity; and
- (ix) creation of capital reserves, except for the obligatory ones.

Article 8 - The Company shall be administered by a Board of Directors and an Executive Board.

Article 9 - The Board of Directors shall be constituted by four (4) members, resident or not in Brazil, elected by the Stockholders' General Meeting, among which one shall be appointed Chairman.

**§ 1** - The members of the Board of Directors shall be elected for a two (2)-year term of office, with reelection allowed.

**§ 2** - The members of the Board of Directors not being reelected shall remain in their offices until the installation of the substitutes therefor.

**§ 3** - In the event of the permanent absence or hindrance of any member of the Board of Directors, the Stockholders' General Meeting shall elect the substitute.

Article 10 - The meetings of the Board of Directors shall be held whenever necessary. All meetings of the Board of Directors shall be convened by its Chairman or by any two (2) of its

members, upon no less than an eight (8) prior written notice, against receipt, informing the agenda and time when the meeting shall be held at the Company's headquarters.

**§ 1** – The convening addressed in the *caput* of this article shall be waived in the event that all acting members of the Board of Directors are present at the meeting. The members of the Board of Directors may attend and vote at meetings of the Board of Directors even though they are not personally present thereat, provided that all of them are able to take part in the discussions through teleconference, videoconference, or any other electronic communications system. The respective meeting shall be later signed by all members who attended the meeting.

**§ 2** – The installation *quorum* for the meeting of the Board of Directors requires the attendance of no less than two (2) of the acting members of the Board of Directors, one of them to necessarily be its Chairman.

**§ 3** – The meeting of the Board of Directors shall always be chaired by its Chairman.

**§ 4** – The resolutions of the Board of Directors shall be registered in minutes, on proper book, by the secretary to the meeting, appointed by the Chairman.

**§ 5** – Further to other matters provided for in law, the Board of Directors shall, upon resolution taken by the majority of its members, approve any of the following matters:

- (i) any motion for the alteration of any of the articles of the Company's Bylaws;
- (ii) any motion for transformation, split, takeover or merger of the Company;
- (iii) the acquisition and disposal of interest in any other company or venture, or the organization of wholly-owned subsidiary or controlled companies;
- (iv) any motion for the issue of warrants or debentures within the limit of the Company's authorized capital;
- (v) election of the Company's Chief Officers and the detailing of jobs, assignments, and authority limits of the members of the Executive Board, not specified in these Bylaws;
- (vi) any acquisition, disposal, construction, or renovation of real properties;

(vii) the creation of encumbrances on the Company's assets, or the rendering of guarantees the amount of which exceeds one million Brazilian *Reais* (R\$ 1,000,000.00) individually or in the aggregate, in a two (2)-year period;

(viii) the signature of any agreement involving amount over one million Brazilian *Reais* (R\$ 1,000,000.00) individually or in the aggregate within a two (2)-year period;

(ix) the formalization of any judicial settlement involving amount over one million Brazilian *Reais* (R\$ 1,000,000.00) individually or in the aggregate within a two (2)-year period;

(x) the delay, advancement, division into installments or the rescheduling of any tax or social security debts, and the joining in any extraordinary tax or social security debt settlement program approved by the federal, state or municipal administration;

(xi) the anticipation of revenues or the securitization of receivables of the Company, in any manner whatsoever;

(xii) the postponing or renegotiation of the Company's debts;

(xiii) the contracting of independent audit firm duly registered with the Brazilian Securities and Exchange Commission ("CVM"), which shall be one of the four (4) largest international audit firms, complying, as regards such selection, with the provisions in the applicable laws; and

(xiv) the approval of the Company's voting instruction to be issued at any stockholders' general meeting, partners' meeting, or meeting of the board of directors of any company the Company holds interests in.

**§ 6** – The amounts provided for in the paragraph 5 above shall be annually adjusted at the beginning of each fiscal year based on the variation of the Comprehensive Consumer Price Index ("IPCA") calculated by the Brazilian Institute of Geography and Statistics ("IBGE") for the precedent year or, in the absence thereof, of another index to become a substitute therefor.

Article 11 – The Company's Executive Board shall consist of up to ten (10) Chief Officers, to be one (1) Chief Executive Officer, one (1) Executive Operating Vice President, one (1) Chief Strategic Plan Officer, one (1) Chief Operating Officer, one (1) Executive Human Resources



Vice President, one (1) Executive Merger and Acquisitions Vice President, one (1) Executive Financial Vice President, one (1) Chief Marketing Officer, one (1) Executive Commercial Vice President, one (1) Chief Investment Officer, and one (1) Chief Officer without special designation.

**§ 1** – The Chief Officers shall be elected for a two (2)-year term of office, reelection accepted.

**§ 2** – The members of the Executive Board who have not been reelected shall remain in office until the installation of the new chief officers.

Article 12 – The Executive Board answers for the administration of the Company's businesses, exercising its powers under the law, these Bylaws, the resolutions of the Stockholders' General Meeting and the Board of Directors.

Article 13. Any acts and documents importing responsibility or liability to the Company, such as deeds of any nature, bonds in general, agreements, including the loan ones, and any other unspecified documents, shall be obligatorily signed (i) by two (2) chief officers, one of them to necessarily be the Chief Financial Officer or the Executive Operating Vice President; (ii) by the Chief Financial Officer or by the Executive Operating Vice President, along with one (1) attorney-in-fact.

**§ 1** – The Board of Directors may resolve upon other forms for representing the Company, in specific cases.

**§ 2** – Powers of attorney in the name of the Company shall be granted by two (2) Chief Officers, one of them to necessarily be the Chief Financial Officer or the Executive Operating Vice President. The powers of attorney shall specify the powers granted and, except for those having judicial purposes and for representation before the Brazilian National Institute of Industrial Property ("INPI"), they shall have a limited effectiveness term not to exceed one (1) year.

Article 14 – The Statutory Audit Committee, with the assignments and powers granted thereto by law, shall operate on a non-permanent basis, and shall only be installed upon the stockholders' request, as authorized by the Article 161 of the Law no. 6.404/1976, of December 15, 1976, as amended, which shall consist of three (3) members. The Stockholders' General Meeting electing the Statutory Audit Committee shall fix its respective compensation.

Article 15 – The fiscal year shall commence on July 1 and end on June 30 of each year. At the end of each fiscal year, the financial statements required by law shall be surveyed, which shall be reviewed by independent auditors duly registered with the Brazilian Securities and Exchange Commission.

Article 16 – From the net earnings assessed in each year, upon deducting the amounts intended for the creation of reserves, whether legal or statutory ones, and the payment of all taxes and contributions levied on such net earnings, one percent (1%) shall be allocated to the stockholders in the proportion held by each stockholder in the Company's capital stock as minimum obligatory dividend. All shares of the common stock in the Company shall participate, in equal conditions, in the allocations of dividends or payments of interests on net equity.

Sole paragraph - The Company may survey monthly, quarterly or half-yearly interim balances and allocate the earnings evidenced therein.

Article 17 - The Company shall be liquidated in the cases provided for by law and in these Bylaws, and the Stockholders' General Meeting shall elect the liquidator and the Statutory Audit Committee to operate in such period, in compliance with the legal formalities.

Article 18 – When complying with all provisions included in these Bylaws, the terms and conditions included in stockholders' agreements filed with the Company's headquarters shall be complied with.

Article 19 – Divergences among stockholders and the Company, arisen from these Bylaws, even as for the construction or performance thereof, shall be finally solved by arbitration, pursuant to the Regulation of the Arbitration Center of the Brazil-Canada Chamber of Commerce, by three arbitrators appointed according to the aforementioned Regulation.

Article 20 – For *casus omissus*, the legal provisions in force shall be applicable.

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