



*Bioceres Governance Guidelines  
and Appointment of Board of Directors*

## **Bioceres Governance Guidelines and Appointment of Board of Directors**

The Board of Directors of Bioceres S.A. (hereinafter, either "Bioceres" and/or the "Company") has developed and adopted a set of corporate governance principles, to provide a framework for the performing, duties and responsibilities of the Company Board of Directors (hereinafter, the "Guidelines").

The Guidelines are supplementary to the Argentine Commercial Companies Act No. 19.550 ("CCA"), the Argentine Capital Market Act ("CMA"), the rules of the National Securities Commission ("CNV Rules" as its acronym in Spanish) and Bioceres corporate by-laws, and are not intended to change or construe any law or ruling whatsoever. The Guidelines, together with (i) the Company by-laws; (ii) the CCA and regulations thereof; (iii) the CMA; (iv) the CNV Rules and (v) the internal regulations of the different Committees, constitute the regulatory framework ruling the rights and duties of Bioceres Directors and Executive Officers.

The Board of Directors shall be entitled to modify these Guidelines when deemed necessary and pursuant to its duties and responsibilities towards the Company and its shareholders. These Guidelines shall be published in the Company's website [www.bioceres.com.ar](http://www.bioceres.com.ar).

### **1. SCOPE**

The Guidelines are applicable to all members of the Board of Directors, both of Bioceres S.A. and of its controlled companies as well (hereinafter "Bioceres Group").

The main function of the members of the Board of Directors is to exercise their business judgment to act as they reasonably believe is in the best interest of the Company and its shareholders. In the fulfillment of this obligation, the members of the Board of Directors shall appoint certain executive officers with outstanding professional qualifications and proven honesty and integrity values, to perform their respective functions for and with the Company, in the following areas: CEO (Chief Executive Officer), CFO (Chief Financial Officer), Chief Technology Officer, Chief Scientific Officer and Legal and Intellectual Property Director, and any other areas as may be appointed in the future (hereinafter the "Executive Officers"), of the Company.

The Board of Directors is responsible for the supervision of the business, management, objectives and matters of the Company; as well as of the Company's long-term strategies and risks.

Furthermore, the Board of Directors and its Audit, Compensation and Governance Committees, perform the following additional functions:

- revise, assess and, where appropriate, approve the Company's business strategies and long-term plans;
- revise, assess and approve the Company's budget and forecasts;
- revise, assess and approve significant allocations of resources and capital investments;
- revise, assess and approve the Company's main corporate policies regarding its interaction with customers, suppliers, Government, community, etc.;
- supervise management efforts to establish and maintain for the Company the highest standards of ethical and lawful conduct, including as regards the integrity of the Company accounting, financial information and the processes and systems for internal financial control, the compliance with the law and ethics, and the integrity of its relations with customers, suppliers and other stakeholders;
- revise, assess and approve the Company's organizational structure in general, the allocation of responsibilities to Executive Officers and the plans for management development of Executive Officers and for the professional development of the organization as a whole;
- select and evaluate Executive Officers, as well as plan for the succession thereof;
- revise, assess and approve the compensation strategy for Executive Officers of the Company;
- adopt, implement and monitor compliance with the Company Code of Ethics;
- periodically revise the objectives and policies regarding the Company's group of companies;
- revise and assess the effectiveness of the Company's policies and practices as regards risk assessment and management;
- protect and supervise the rights of the investing public as regards the release of asymmetric information.

## **2. COMPOSITION OF THE BOARD OF DIRECTORS**

### A. Appointment and Selection of the Board of Directors

The appointment of members of the Board of Directors is incumbent upon the Company Shareholders' Meeting, within the minimum and maximum number as set by the Corporate By-laws. The same or a lower number of alternate members may also be appointed for the same term in order to fill in any vacancies as may occur.

The Company's Governance Committee shall make recommendations to the Board of Directors on new candidates to conform the Board of Directors of the Company. Such

new candidates shall be proposed by the Board of Directors at the Company Shareholders Meeting, informing on such occasion on the conditions of independence or lack thereof of such candidates.

Any shareholders proposing the election of regular or alternate Directors shall inform the Shareholders Meeting on the condition of Independence or lack thereof of such candidates.

#### B. Qualification of Directors

1. Independence. The Board of Directors shall have a majority of independent directors, as required by the CMA, the National Securities Commission (CNV), the Rules of the CNV, the Buenos Aires Stock Exchange (“BASE”), the Securities and Exchange Commission (“SEC”) and the New York Stock Exchange (“NYSE”). The Board of Directors shall determine on an annual basis whether each director is independent, pursuant to the requirements of the governance rules of the NYSE and the BASE and CNV.

2. Other criteria. The Governance Committee shall establish policies and procedures for the identification and evaluation of candidates for the Board of Directors.

#### C. Number of Directors

The Board of Directors is formed by a number of members that is within the limits set forth in the Corporate By-laws and in the resolutions adopted by the Shareholders Meeting.

The number of members of the Board of Directors may change, depending on the needs of the Board of Directors and the availability of qualified candidates. It is the Company policy that the number of Directors shall not exceed a number that can effectively function as a body. The Governance Committee shall submit recommendations to the Board of Directors as regards the appropriate size and composition of the Board of Directors.

Each member of the Board of Directors shall hold office for the term established in Bioceres Corporate By-laws and in the resolutions adopted by the Shareholders Meetings.

#### D. Term

The Board of Directors deems inappropriate to set limits to the term of office. Such limits may lead to losing the contribution of directors who have been able to develop over a period of time increasing insight into the Company and its operations, and are



therefore able to provide a valuable contribution to the Board of Directors. The Board of Directors considers that those members of the Board of Directors who have held office for a long time provide valuable information on the running and the future of the Company, on account of their experience and understanding of the history, the policies, operations and objectives of the Company.

#### E. Retirement Age

The Board of Directors deems unnecessary to establish a mandatory retirement age. The Governance Committee shall assess the contribution of each member of the Board of Directors on an annual basis, as part of the evaluation and nomination process.

The Board of Directors considers that the only limiting conditions to be appointed as member of the Company Board of Directors are those set forth in the CCA, the CMA the rules of the CNV and the SEC, and respective amendments thereto.

#### F. Compensation for members of the Board of Directors

The compensation for members of the Board of Directors is ruled by the provisions contained in the Corporate By-laws and in the CCA.

The Audit Committee shall issue an opinion on the proposals submitted by the Compensation Committee regarding the Company fees and/or incentive plans in effect for members of the Board of Directors and Executive Officers. The proposal of the Audit Committee shall be submitted to the Board of Directors for consideration thereof by the Company Shareholders Meeting.

#### G. Resignation of Directors

The members of the Board of Directors shall cease to hold office upon expiration of the term for which they have been appointed, unless they are reelected, or when, based on the principle of good faith, they are required to formally submit their resignation on account of the occurrence of any of the following situations:

- When falling within the purview of any situation of incompatibility or prohibition pursuant to the applicable rules in effect or in the Corporate By-laws.
- When significant changes should occur in their professional situation or in the capacity on account whereof they may have been appointed as such.
- In case of serious breach of their obligations in the fulfillment of their duties as members of the Board of Directors.
- When, acting in his/her capacity as member of the Board of Directors, he/she may have caused a serious damage to the Company assets, or lost the business and professional honorability required to hold the position as member of the Board of Directors of Bioceres.

- When on account of personal reasons they may decide on their own to resign and leave their position in the Board of Directors.

### **3. BOARD OF DIRECTORS MEETINGS**

#### **A. Attendance**

Except for any exceptional circumstances, the members of the Board of Directors are expected to attend all meetings held by the Board of Directors and all the meetings of the committee(s) in which they serve. Board members are also expected to attend the Company Shareholders Meetings.

#### **B. Executive Sessions**

The members of the Board of Directors shall meet in executive sessions, without the presence of the Executive Officers, immediately after the Board meetings. If any non-“independent” members of the Board of Directors, as defined in CNV, SEC, NYSE rules, are present at the executive sessions, at least one executive session per year shall be held with the attendance of the independent members of the Board of Directors only, and without the presence of the Executive Officers. The President of the Board of Directors shall preside over said meetings, provided he/she is an independent director.

#### **C. Access to employees and Executive Officers – External Advisors**

The members of the Board of Directors shall have direct access to the Company Executive Officers, employees and external advisors. Any member of the Board of Directors intending to hold a meeting or establish a contact may do so either through the CEO or directly on his/her own. The Directors shall use their best judgment to make sure that any such contact shall not be detrimental to the Company’s business operations and shall, as far as possible, copy the CEO in all written communications between a director and an Executive Officer, employee or external advisor of the Company.

The Directors may request the assistance of experts unrelated to Bioceres services in any matters submitted to their consideration which may so require on account of their particular complexity or significance, and may do so with charge to the Company, with the previous approval of the Governance and Compensation Committees.

#### **D. Orientation and Continuous Education**

A newly appointed member of the Board of Directors shall be provided with an orientation program designed to educate such new member of the Company Board of

Directors as regards the policies, procedures and business activities of the Company. This orientation program shall include briefings with the Executive Officers to acquaint the new members with the Company's strategic plans, its financial, accounting and management issues and with the Code of Ethics of the Company, and also briefings with the external auditors of the Company.

All members of the Board of Directors are expected to participate in the orientation and continuous education of the new members of the Board of Directors.

The Company's orientation and continuous education program shall include the following:

- an explanation of the operations related to the Company business, including the technology, products and market position thereof;
- information on the latest news in corporate governance matters and any critical issues in connection with the functioning of the Company committees;
- delivery of material containing information related to (i) the Company's industry and (ii) comparisons of the Company vis-à-vis its main competitors;
- periodic visits to operating units, plants, laboratories and experimental fields;
- a legal revision, at least on an annual basis, of (i) the status of any pending lawsuits of the Company, (ii) the compliance with any significant regulatory requirements of the Company, and (iii) the corporate governance matters.

#### **4. COMMITTEES OF THE BOARD OF DIRECTORS**

##### **A. Committees**

The Board of Directors shall have an Audit Committee, a Compensation Committee and a Governance Committee, (hereinafter the "Committees"). Each Committee shall have its own charter, which shall set forth the purposes, objectives and responsibilities of the Committee, as well as the requirements to be a member of the Committee. The charters of each Committee shall be published in the Company's website. The Board of Directors may establish additional Committees as it may deem necessary or appropriate.

##### **B. Committee Members**

The members of the Audit, Compensation and Governance Committees shall be independent Directors pursuant to the provisions of the CNV and SEC rules and the BASE and NYSE standards and/or any other applicable rules and/or regulations. The members of each Committee shall be appointed by the Board of Directors upon recommendation of the Governance Committee, for such term as the Board of

Directors may deem convenient, but which may not exceed 3 fiscal years, and they may be reelected indefinitely. Each Committee shall have a President and a vice-President appointed at the first meeting of each Committee by the vote of the majority of members.

## **5. EVALUATION AND SUCCESSION OF EXECUTIVE OFFICERS**

### **A. Appointment of Executive Officers**

The Governance Committee shall recommend to the Board of Directors the potential candidates to hold the position of Executive Officers of the Company and the Board of Directors shall be responsible for appointing the future candidates to hold the positions as Executive Officers.

### **B. Evaluation of the Chief Executive Officer**

The Compensation Committee shall conduct an annual evaluation of the CEO's performance, which shall be then submitted to the Board of Directors. The Board shall review the evaluation conducted by the Compensation Committee and shall, in turn, evaluate the performance of the CEO according to the corporate goals and objectives in order to ensure that the CEO is providing the best leadership for the Company, both in the long and short terms.

The Compensation Committee shall be responsible for conducting annual evaluations of the Company Executive Officers, upon prior evaluation by the CEO of each of the Executive Officers and submission thereof to the Compensation Committee for their annual evaluation.

### **C. Succession of Executive Officers**

The Board of Directors shall assess the potential candidates to succeed the CEO and the other Executive Officers of the Company. The CEO shall at all times make available to the Board of Directors his/her recommendations and assessments of possible successors to all other Executive Officers' positions.

## **6. PERFORMANCE EVALUATIONS OF THE BOARD OF DIRECTORS**

The Board of Directors shall conduct an annual self-evaluation to determine the effectiveness and performance of the Board of Directors. The evaluation shall focus on the Board contributions to the Company and on such issues as the Board of Directors and the CEO may consider the Board should improve. Each of the Audit, Governance and Compensation Committees shall also conduct an annual self-evaluation, which shall then be submitted to the Board of Directors sixty (60) days after the end of the



fiscal year. As part of the annual process of performance evaluation, each Committee shall compare the results thereof with the requirements contained in their respective charters.

## **7. OTHER PRACTICES OF THE BOARD OF DIRECTORS**

### **A. Board interaction with investors, analysts, media, customers and members of the public**

Communications on behalf of the Company with analysts, media, stock brokers and/or Company investors, must be made only by the CEO or the Chief Financial Officer (CFO) of the Company. If a member of the Board of Directors receives any inquiry from analysts, media, stock brokers and/or investors relating to the Company, he or she shall abstain from answering and refer them to the CEO and/or the CFO of the Company.

### **B. Charitable contributions**

The Board of Directors, through its Governance Committee, shall adopt a policy for the Company to make charitable contributions and/or community actions for the benefit or organizations related to its activity. The Governance Committee shall be responsible for the implementation, execution and revision of the policy on contributions and shall also see that any such contributions are made to organizations having no family or business links with any of the members of the Board of Directors, so that they do not affect the independence of the member(s) of the Board of Directors.