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FEDERATIVE REPUBLIC OF BRAZIL

ALEX CARDOSO CUNHA

PUBLIC SWORN TRANSLATOR AND COMMERCIAL INTERPRETER – Enrollment 057/2010

Rua Marquês do Pombal, 783/501 – CEP 90.540-001 – Porto Alegre/RS/Brazil

Tel.: 55 51 3222-2277 – Cell: 55 51 99212-7939 – E-mail: juramentados@traduzca.com.br

Duly commissioned by the Board of Trade, Industry and Services of the State of Rio Grande do Sul, Brazil, and qualified according to legislation in force, I, Alex Cardoso Cunha, hereby certify that the document described below was presented to me for translation from Portuguese into English

Book No. 25 - Translation No.: 0358/2023

This document is an amendment to articles of incorporation and conversion,

[Information on pages 1, 2, 7, 8 and 9: [Coat of Arms]. [Barcode: FCN/REMP No. RSP2200327958].

Ministry of Economy. Department of Digital Government. National Department of Business Registration and Integration. Department of Economic Development and Tourism.

Case No. (for Use of Board of Trade): [Blank]. NIRE (Business Registration Identification Number) (of head office or subsidiary, when the head office is in another State): [Blank]. Legal Type Code: 2062. Registration No. of the Representative of the Business

1 – Request.

To the President of the Board of Trade, Industry and Services of Rio Grande do Sul. Name: **Ecofinance Negocios Ltda.** (of the Company or of the Auxiliary Trade Agent) requires you to grant the following act:

No. of copies	Code	Event code	Quantity	Description of act/event
1	002		1	Amendment
		020	1	Corporate name change
		046	1	Conversion
		2209	1	Change of address, from one municipality to another within the same State
		2247	1	Change in share capital

Xangri-Lá Location. Legal Representative of the Company/Representative of the Business Name: [Blank]. Signature: [Blank]. Phone No.: [Blank]. May 4, 2022 Date.

2 - for Board of Trade use.

Individual decision. Equal or Similar Company Name(s): Yes. No. Date. Person Responsible. Yes. No. Date. Person Responsible. Case in order. Immediate decision. Date: [Blank].

Individual Decision.

Case pending. (See order on attached page) Request granted. Let it be published and filed. Request denied. Let it be published. 2nd Requirement. 3rd Requirement. 4th Requirement. 5th Requirement. Date. Person Responsible.

Decision by a Panel.

Case pending. (See order on attached page) Request granted. Let it be published and filed. Request denied. Let it be published. 2nd Requirement. 3rd Requirement. 4th Requirement. 5th Requirement. Date. Member. Member. Member. President of the Panel.

Notes.

Board of Trade, Industry and Services of Rio Grande do Sul. Digital Record. Case Title.

Case Details. Filing No.: 22/141.063-5. Integrated Case No.: RSP2200327958. Date: 4/26/2022.

Identification of the Signatories. CPF (Individual Taxpayer Registration Number): 039.155.234-10. Name: Eduardo Baltar de Souza Leao. Date of Signature: 5/4/2022.

Signed using the following gov.br seal(s): Gold Seal - Digital Certificate, Silver Seal - Banco do Brasil - Internet Banking, Silver Seal - Facial Biometrics, Silver Seal - Registration via Internet Banking.

5th Amendment to Articles of Incorporation and Conversion. CNPJ (National Registry of Legal Entities) No.: 09.249.141/0001-17. NIRE: 43600043482.

Eduardo Baltar de Souza Leão, Brazilian national single, born in Recife/PE (State of Pernambuco) on September 24, 1981, a business manager, bearer of ID Card No. 5.427.230, issued by the SSP (Department of Public Safety)/PE, with CPF 039.155.234-10, resident and domiciled at Avenida Lageado, No. 361, apartment 701, Petrópolis district, CEP (postal code) 90.460-110, Porto Alegre/RS (State of Rio Grande do Sul), sole partner of the company operating under the corporate name Ecofinance Negócios Eireli, headquartered at Avenida Lageado, No. 361, apartment 701, Petrópolis district, CEP 90.460-110, Porto Alegre/RS,



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registered with the CNPJ under No. 09.249.141/0001-17, registered with the Board of Trade of the State of Rio Grande do Sul under No. 43206728269 resolves to amend its Articles of Incorporation by means of the following clauses and conditions:

Clause 1 - This Individual Limited Liability Company is converted into a Single-Member Limited Company, under the corporate name of Ecofinance Negócios LTDA, with subrogation of all relevant rights and obligations. Clause 2 - The company's address shall be Rua Circulação, No. 864, lot 04, Riviera district, Xangri-Lá/RS CEP 95.588-000. Clause 3 - The company started its activities on November 11, 2007 and shall exist for an indefinite period of time. Clause 4 - The company's business purpose shall be: Consultancy, advisory and development of projects capable of obtaining environmental assets, such as carbon credits, decarbonization credits, renewable energy certificates and other similar assets in Brazil or abroad; Participation in projects that achieve the reduction and control of greenhouse gas emissions in Brazil and abroad; Consultancy, advisory and intermediation services in the commercialization of environmental assets in Brazil and abroad; Advice on financial structuring and obtaining funds for projects; Obtaining assets and rights arising from the reduction of greenhouse gas emissions; Conducting training sessions and lectures on the carbon market, and on environmental, social and corporate governance (ESG) issues; Carrying out studies and reports on the international carbon market; Consultancy and advice on projects related to environmental, social and governance issues; Activities of associative organizations based on ecological and environmental defense movements; Advice, guidance and assistance provided to companies in terms of planning, organization, re-engineering, control and management; Advice, guidance and assistance in environmental management and financial management; Development of technologies for managing sustainability and greenhouse gas emissions; Technical assistance, training and qualification in management systems for greenhouse gas emissions; Participation in boards of directors of various companies. Clause 5 - The assets of this company, in the amount of BRL 80,000.00 (eighty thousand Brazilian reais), shall constitute the share capital of the Company mentioned in the previous clause, in national currency, fully paid up, corresponding to 80,000 (eighty thousand) shares, totaling BRL 80,000.00:

Name	Shares	Amount in BRL
Eduardo Baltar de Souza Leão	80,000	80,000.00
Total	80,000	80,000.00

Clause 6 - The sole partner's liability is joint and several and limited to the total amount of the paid-in share capital, pursuant to article 1052, of Law No. 10406 of January 10, 2002, being jointly and severally liable for the payment of the share capital of the single-member limited company. Clause 7 - The shares representing the share capital cannot be, under any circumstances, offered to be levied upon or encumbered in any way. Clause 8 - The management of the company shall be the responsibility of sole partner Eduardo Baltar de Souza Leão, individually, with the powers and attributions to administer and manage the company's business, for the achievement of the company's business purpose, being authorized to sign on behalf of the company, representing it both in and out of court. Paragraph one - The manager is expressly forbidden to use the company's name in business dealings outside the company's purpose or to endorse, pledge or guarantee any kind of favor. Paragraph two - The manager is jointly liable in relation to the company and third parties harmed, for fault in the performance of his duties. Paragraph three - The sole partner and manager, within the limits of their powers, is entitled to appoint attorneys-in-fact on behalf of the company, who must be specified in the power of attorney and whose powers shall be specified in the respective power of attorney, with a specific term, its delegation being hereby prohibited. These restrictions relating to term and delegation are not applicable to powers of attorney granted to attorneys-in-fact with powers set forth by the "ad judícia" clause. Clause 9 - The company shall exist for an indefinite period of time, carrying out its activities in compliance with the legal and statutory requirements, having started its activities on November 11, 2007. Clause 10 - The manager declares, declares under the penalties of the law that he is not precluded from exercising the management of the company by special law or due to criminal conviction, or for being under the effects of such criminal conviction,



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resulting in a penalty barring access to public positions, even if on a temporary basis, or by bankruptcy crime, malfeasance, bribery, graft, embezzlement or crimes against popular economy, against the national financial system, against free competition, against consumption, forgery or crimes against property. Clause 11 – The provision of guarantee to the manager is hereby waived. Clause 12 – The manager shall establish a monthly withdrawal as compensation, observing the pertinent regulatory provisions. Clause 13 – Every year, on the last day of December, the company's balance sheet shall be drawn up, with the profits, after any reserves are created in order to build up the company's equity, being distributed according to the shares of the sole partner, who may draft balance sheets in whole or in part, depending on the economic and financial situation of the company. Any losses verified in the balance sheet shall be borne proportionally to the shares held by the sole partner or recorded in an account maintained for that purpose to be offset against future profits or existing reserves.

Clause 14 – The management may, at any time, produce interim or extraordinary balance sheets and, if profit is verified, it may decide on the anticipated distribution thereof, either in full or in part. Clause 15 – Despite existing for an indefinite period of time, the company shall not enter into dissolution and, consequently, liquidation proceedings in the event of withdrawal, death, disability, exclusion or bankruptcy of the partner, provided that the heirs or successors wish to continue with the operation of the company. Should one of these events take place, the assets of the deceased, declared, interdicted or incompetent partner shall be determined according to the interim balance sheet drawn up specifically in the month the event occurred, and paid to the withdrawing member, their heirs or legal representatives, in 24 (twenty-four) equal and successive monthly installments, with legal interest and monetary adjustment from the date of the event, the first installment being paid upon signing the amendment to the articles of incorporation, which must be carried out within 30 days after the date of withdrawal, death, declaration of incapacity, removal or declaration of bankruptcy. Sole paragraph: The heirs or successors of the deceased partner may participate in the company. Clause 16 – The Company shall go into liquidation in the cases provided for by law, or by resolution of the sole partner, applying the relevant Brazilian legislation. Sole paragraph: In case of dissolution of the company, the partner shall receive his assets in proportion to the share capital held by the partner. Clause 17 – The courts of this judicial district are hereby chosen to resolve any questions or controversies that may arise regarding this amendment. In witness whereof, this instrument is signed in a single copy.

Xangri-Lá/RS, April 26, 2022.

Eduardo Baltar de Souza Leão.

Board of Trade, Industry and Services of Rio Grande do Sul. Digital Record. Main Document. Case Details.

Filing No.: 22/141063-5. Integrated Case No.: RSP2200327958. Date: 4/26/2022.

Identification of the Signatories. CPF (Individual Taxpayer Registration Number): 039.155.234-10. Name: Eduardo Baltar de Souza Leao. Date of Signature: 5/4/2022.

Signed using the following gov.br seal(s): Gold Seal - Digital Certificate, Silver Seal - Banco do Brasil - Internet Banking, Silver Seal - Facial Biometrics, Silver Seal - Registration via Internet Banking.

National Board of Trade System - SINREM. Government of the State of Rio Grande do Sul. Department of Economic Development and Tourism. Board of Trade, Industry and Services of Rio Grande do Sul.

Instrument of Authentication - Digital Register.

I certify that the digitally signed act of the company Ecofinance Negocios Ltda, registered with the CNPJ under No. 09.249.141/0001-17 and filed under number 22/141.063-5 on 4/26/2022, was registered with the Board of Trade under the number 43209444652 on 5/5/2022. The act was digitally deferred by the examiner Mario Ederich Filho. The record is certified by Secretary-General Carlos Vicente Bernardoni Gonçalves. To validate it, please visit the website Portal de Serviços / Validar Documentos ("Service Portal/Validate Documents") (<http://portalservicos.jucisrs.rs.gov.br/Portal/pages/imagemProcesso/viaUnica.jsf>) and enter the case number and the security key.

Case Title. Signatories.



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Main Document.

CPF (Individual Taxpayer Registration Number): 039.155.234-10. Name: Eduardo Baltar de Souza Leao. Date of Signature: 5/4/2022. Signed using the following gov.br seal(s): Gold Seal - Digital Certificate, Silver Seal - Banco do Brasil - Internet Banking, Silver Seal - Facial Biometrics, Silver Seal - Registration via Internet Banking.

Start date for the registration effects (Article 36, Law 8,934/1994): 4/26/2022.

[Logo: SRM].

Document signed electronically by Mario Ederich Filho, Public Servant, on 5/5/2022, at 1:25 AM.

[QR Code].

The authenticity of this document can be checked at the jucsrs portal, using filing number 22/141.063-5.

Board of Trade, Industry and Services of Rio Grande do Sul. Digital Record.

The act was digitally signed by: Identification of the Signatories: CPF: 193.107.810-68. Name: Carlos Vicente Bernardoni Gonçalves.

Porto Alegre, Thursday, May 5, 2022.

[Footer on all pages: [Page numbering, from 1/9 to 9/9]. Board of Trade, Industry and Services of Rio Grande do Sul.

I hereby certify registration under No. 43209444652 on 5/5/2022 of the Company Ecofinance Negocios Ltda, registered with the CNPJ under No. 09249141000117 and filing number 221410635 - 4/26/2022. Authentication: 9AC4E475F58EDF91726F1FED1A7EF618F1115FF. Carlos Vicente Bernardoni Gonçalves - Secretary-General. To validate this document, go to <http://jucisrs.rs.gov.br/validacao> and enter filing number 22/141.063-5 and security code dxxB. This copy was digitally authenticated and signed on 5/5/2022 by Carlos Vicente Bernardoni Gonçalves - Secretary-General. [Signature]. Carlos Gonçalves. Secretary-General].

[Information on pages 2, 7, 8 and 9: Board of Trade, Industry and Services of Rio Grande do Sul].

In witness whereof I declare that there was nothing else in the original document presented to me and it was fully and faithfully translated by me on this public instrument of translation on August 15th 2023, in Porto Alegre, Rio Grande do Sul, Brazil. This translation has legal force in Brazil and all foreign countries.


Alex Cardoso Cunha
Tradutor Público Juramentado
CPF 729.632.460-20
Junta Comercial do RS