

ECOLÓGICA ASSESSORIA LTDA.  
BEATRIS TORMENA FABRIS GRADELA LTDA  
VERRA

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DEED OF PARTIAL RELEASE  
IN RESPECT OF  
VCS LISTING DEED OF REPRESENTATION

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JURUENA RIVER REDD+ PROJECT

2709

**THIS DEED OF PARTIAL RELEASE** is made on March 9<sup>th</sup>, 2024.

**BY**

- (1) **Ecológica Assessoria Ltda.**, [registry@ecologica.earth](mailto:registry@ecologica.earth), Address Quadra 103 Norte, Av. L0-2. Lote 56, Sala 14, Ed. Olympia- Plano Diretor Norte. Palmas - TO. Brazil Postal Code 77001-022 (as “Released Listing Representor”); and
- (2) **Beatris Tormena Fabris Gradela Ltda** [gradela@terra.com.br](mailto:gradela@terra.com.br), Address Rua Belírio Pereira de Souza nº 163, Sala A, Centro, Navirai, Mato Grosso do Sul Brazil. Postal Code 79950-000 (as Remaining Listing Representor);

and

- (3) **VERRA, One Thomas Circle, NW Suite 1050, Washington, DC 20005, United States** (as Verra).
- (A) On October 28th, 2021, the Released Listing Representor made certain representations and warranties and undertook certain obligations under a listing deed of representation relating to project JURUENA RIVER REDD+ PROJECT, 2709 (the “Project”) (originally made on October 28th, 2021 between Elisabete Tormena Fabris Albuquerque & CIA, Beatris Tormena Fabris Gradela Eireli, Cassio Roberto Gradela, Elisabete Tormena Fabris Albuquerque, Beatris Tormena Fabris Gradela, Ecológica Assessoria Ltda. and Sustainable Carbon – Projetos Ambientais Ltda. and as acceded to by Beatris Tormena Fabris Gradela Ltda pursuant to a deed of accession dated March, 8<sup>th</sup>, 2024 (together, the VCS Listing Deed of Representation).
- (B) The Released Listing Representor hereby wishes to be released from its representations and warranties and to be discharged from its obligations and liabilities under the VCS Listing Deed of Representation starting from the date hereof.
- (C) The Remaining Listing Representor and Verra hereby wish to acknowledge the release of the Released Listing Representor and to reaffirm representations and covenants made and given by them in the VCS Listing Deed of Representation (including by execution of a deed of accession between Beatris Tormena Fabris Gradela Ltda and Ecológica Assessoria Ltda., dated March 8<sup>th</sup>, 2024, where applicable).

**THIS DEED WITNESSES** as follows:

**1. INTERPRETATION**

Unless otherwise defined in this Deed or the context requires otherwise, words and expressions used in this Deed (including the recitals) have the meanings ascribed to them in the VCS Listing Deed of Representation.

**2. RELEASE**

2.1 Subject to Clause 2.2 below, Verra as the holder of the benefit of the VCS Listing Deed of Representation hereby authorises and agrees to:

2.1.1 the release of the Released Listing Representor from any and all of its representations and warranties made or given under the VCS Listing Deed of Representation; and

2.1.2 the release of the Released Listing Representor from any and all obligations and liabilities under the VCS Listing Deed of Representation, in each case, with effect from the date of this Deed, and the Released Listing Representor shall, without any further

action by Verra, any other Released Listing Representor or any other party, be so discharged and released.

2.2 Notwithstanding anything to the contrary in this Deed, the Released Listing Representor:

2.2.1 shall not be discharged or released from any obligation or liability that arise or may arise by reference to the matters existing prior to (but excluding) the date of this Deed; and

2.2.2 shall continue to be bound by the representations and warranties made or given by the Released Listing Representor under the VCS Listing Deed of Representation by reference to matters existing prior to (but excluding) the date of this Deed and, in particular:

(a) the Released Listing Representor hereby represents and warrants that the Monitoring Report and any other Project Documents for which the Released Listing Representor is responsible and which have been supplied by to Verra prior to (but excluding) the date of this Deed are true and accurate in all material respects; and

(b) the Released Listing Representor hereby represents and warrants that the Released Listing Representor has the right to all and any Reductions or Removals generated by the Project until March 8<sup>th</sup>, 2024, and the Released Listing Representor hereby expressly waives any and all rights it may have in respect of any and all Reductions or Removals generated by the Project after March 8<sup>th</sup>, 2024.

### 3. **REMAINING LISTING REPRESENTOR**

The Remaining Listing Representor hereby:

3.1.1 acknowledges and agrees with the release of the Released Listing Representor from the VCS Listing Deed of Representation in accordance with the terms of this Deed; and

3.1.2 reaffirms the representations and covenants made and given by it under the VCS Listing Deed of Representation (including by execution of a deed of accession between Beatris Tormena Fabris Gradela Ltda and Ecológica Assessoria Ltda., dated March 8<sup>th</sup>, 2024, where applicable).

### 4. **GOVERNING LAW AND JURISDICTION**

This Deed and all non-contractual obligations arising out of or in connection with it are governed by English law, and the English courts shall have exclusive jurisdiction to settle any dispute arising from or connected with this Deed, including a dispute regarding the existence, validity or termination of this Deed or the consequences of its nullity.

### 5. **COUNTERPARTS**

This Deed may be executed in any number of counterparts, which when executed and delivered is an original and all of which together evidence the same deed.

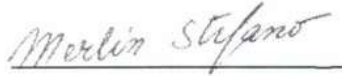
### 6. **DELIVERY**

This Deed is delivered on the date written at the start of the Deed.

EXECUTION PAGE

This Deed has been executed as a deed and is delivered and takes effect on the date stated at the beginning of it.

Executed as a deed by Ecológica Assessoria Ltda. acting by a director in the presence of a witness



Signature of director

STEFANO MERLIN

Name of director

In the presence of:



Signature of witness

ALINE MORAES

Name of witness

Rua Dr. Bacelar, 368  
Cj. 23 Vila Clementino  
Sao Paulo, Sp, Brazil

Address of witness

Executed as a deed by Beatris Tormena Fabris Gradela Ltda acting by a director/duly authorised signatory in the presence of a witness

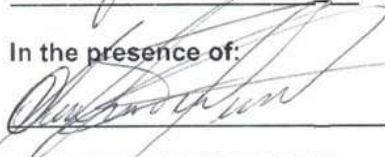


Signature of director/duly authorised signatory

BEATRIS TORMENA

Name of director

In the presence of:



Signature of witness

GUILHERME FABRIS

Name of witness

Rua Riachuelo, 10, Segundo Andar,  
Navirai-MS, CEP 79950-000

Address of witness

Executed as a deed by VERRA acting by [a director and a company secretary] [two directors] [a director/duly authorised signatory in the presence of a witness]



Signature of director/duly authorised signatory

FARHAN AHMED

Name of director

\_\_\_\_\_

Signature of director/secretary

\_\_\_\_\_

Name of director/secretary

*[Where this deed is signed by one director/duly authorised signatory]*

In the presence of:

\_\_\_\_\_

Signature of witness

\_\_\_\_\_

Name of witness (in BLOCK CAPITALS)

\_\_\_\_\_

Address of witness