

ELISABETE TORMENA FABRIS ALBUQUERQUE EIRELI
BEATRIS TORMENA FABRIS GRADELA EIRELI CASSIO
ROBERTO GRADELA
ELISABETE TORMENA FABRIS ALBUQUERQUE
BEATRIS TORMENA FABRIS GRADELA
ECOLÓGICA ASSESSORIA LTDA
VERRA REGISTRY

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

THIS DEED OF PARTIAL RELEASE is made on September 19th, 2022.

BY

(1) Elisabete Tormena Fabris Albuquerque Eireli (as **Released Listing Representor**)

Address: Av. Dourados, nº 259 – Sala A, Centro – Navirai – Mato Grosso do Sul – Brazil, Postal Code: 79950-000;

(2) Beatris Tormena Fabris Gradela Eireli (as **Released Listing Representor**)

Address: Rua Belírio Pereira de Souza nº163 – Sala A, Centro – Navirai – Mato Grosso do Sul – Brazil, Postal Code: 79950-000;

(3) Cassio Roberto Gradela (as **Released Listing Representor**)

Address: Rua Samambaia, nº 175, Centro – Navirai – Mato Grosso do Sul – Brazil, Postal Code: 79950-000;

(4) Elisabete Tormena Fabris Albuquerque (as **Released Listing Representor**)

Address: Rua Samambaia, nº 71, Centro – Navirai – Mato Grosso do Sul – Brazil, Postal Code: 79950-000;

(5) Beatris Tormena Fabris Gradela (as **Released Listing Representor**)

Address: Rua Samambaia, nº 175, Centro – Navirai – Mato Grosso do Sul – Brazil, Postal Code: 79950-000;

(6) Ecológica Assessoria Ltda. (as **Remaining Listing Representor**)

Address: Quadra 103 Norte, Av. LO-2, Lote 56, Sala 14, Ed. Olympia – Plano Diretor Norte, Palmas/TO, Brazil – Postal Code: 77001-022; and

(7) **VERRA**, One Thomas Circle, NW Suite 1050, Washington, DC 20005, United States (in its capacity as the secretariat of the Verra Registry, the **Verra Registry**).

(A) On October 28th, 2021, the Released Listing Representor made certain representations and warranties and undertook certain obligations under a listing deed of representation originally made on October 28th, 2021 between Elisabete Tormena Fabris Albuquerque Eireli, Beatris Tormena Fabris Gradela Eireli, Cassio Roberto Gradela, Elisabete Tormena Fabris Albuquerque, Beatris Tormena Fabris Gradela and Ecológica Assessoria Ltda., 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[s] and the Verra Registry 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.

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, the Verra Registry 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 the Verra Registry, 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 the Verra Registry 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 generated by the Project until, November 11th, 2020, and the Released Listing Representor hereby expressly waives any and all rights it may have in respect of any and all Reductions generated by the Project after November 12th, 2020

3. REMAINING LISTING REPRESENTORS

Each of the Remaining Listing Representors hereby:

- 3.1.1 acknowledges and agrees with the release of the Released Listing Representer 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.

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.

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

EXECUTION PAGE

ELISABETE TORMENA FABRIS ALBUQUERQUE EIRELI


 Signature of director

Elisabete Tormena Fabris Albuquerque Name of director

Signature of director/secretary

Name of director/secretary

BEATRIS TORMENA FABRIS GRADELA EIRELI

 Signature of director

Beatris Tormena Fabris Gradela Name of director

Signature of director/secretary

Name of director/secretary

CASSIO ROBERTO GRADELA

 Signature of director

Cassio Roberto Gradela Name of director

Signature of director/secretary

Name of director/secretary

BEATRIS TORMENA FABRIS GRADELA

 Signature of director

Beatris Tormena Fabris Gradela Name of director

Signature of director/secretary

Name of director/secretary

ELISABETE TORMENA FABRIS ALBUQUERQUE

Elisabete Tormena Fabris Albuquerque Signature of director

Elisabete Tormena Fabris Albuquerque Name of director

_____ Signature of director/secretary

_____ Name of director/secretary

ECOLÓGICA ASSESSORIA LTDA

Marcelo Hecor Sabbagh Haddad Signature of director

Marcelo Hecor Sabbagh Haddad Name of director

_____ Signature of director/secretary

_____ Name of director/secretary

VERRA REGISTRY

Jerry Seager Signature of director

Jerry Seager, Interim CPMO Name of director

_____ Signature of director/secretary

_____ Name of director/secretary