

**VITARICH CORPORATION  
MINUTES OF THE ANNUAL GENERAL MEETING  
OF THE STOCKHOLDERS**

held on Friday, 24 June 2022, at 2:00 PM  
via video conference

**PRESENT:**

	Number of Shares	Percentage
Total Shares Present in Person or by Proxy	2,262,227,982	74.30%
Total Outstanding Shares	3,054,334,014	100.00%

**ALSO PRESENT:**

MR. JOSE VINCENTE C BENGZON, III	- Director/Chairman of the Board
MR. ROGELIO M. SARMIENTO	- Director/Chairman Emeritus
MR. RICARDO MANUEL M. SARMIENTO	- Director/President/CEO
MS. STEPHANIE NICOLE S. GARCIA	- Director/Treasurer/EVP/Corporate Management Services Director
MR. LORENZO VITO M. SARMIENTO, III	- Director
MR. BENJAMIN I. SARMIENTO, JR.	- Director
ATTY. JUAN ARTURO ILUMINADO C. DE CASTRO	- Director
MR. MANUEL D. ESCUETA	- Independent Director
MR. VICENTE J. A. SARZA	- Independent Director
ATTY. AISON BENEDICT C. VELASCO	- Corporate Secretary
ATTY. MARY CHRISTINE DABU-PEPITO	- Ass't. Corporate Secretary and Compliance Officer
MR. PIERRE CARLO C. CURAY	- Nominee (Independent Director)
MS. MARIA ALICIA C. ARNALDO	- EVP, Chief Finance Officer
MR. REYNALDO D. ORTEGA	- Senior Vice President and General Manager, Poultry, Food and Feeds Sales Division
MR. EMMANUEL S. MANALANG	- Vice President, Nutrition and R&D Manager
MS. ALICIA G. DANQUE	- Vice President, Supply Chain Director/Alternate Corporate Information Officer
MS. ELAINE C. NANTES	- Vice President, Quality Assurance, Research & Development Foods Technical Director
MS. CARMENCITA S. POLICARPIO	- Vice President, Poultry Production Operations Manager
MR. GLENMARK R. SEDUCON	- Chief Audit Executive

**OTHER OFFICERS AND STOCKHOLDERS OF THE CORPORATION**

REPRESENTATIVES FROM SYCIP GORRES VELAYO & CO.

REPRESENTATIVES FROM STOCK TRANSFER SERVICES, INC.

MS. RACHELLE PAUNLAGUI OF ONWARD IR, THE CORPORATION'S INVESTOR RELATIONS CONSULTANT

## **I. CALL TO ORDER**

The Chairman of the Board, Mr. Jose Vicente C. Bengzon III, called the meeting to order and presided over the same. The Corporate Secretary, Atty. Aison Benedict C. Velasco, recorded the minutes of the proceedings.

Before proceeding to the agenda for the stockholders' annual general meeting for 2022, the Chairman introduced the members of the Board of Directors, the Corporate Secretary and Assistant Corporate Secretary. He also informed the body that the profiles of the incumbent directors and their attendance and compensation reports are contained in the Annual Report, Definitive Information Statement and Integrated Annual Corporate Governance Report submitted to the Securities Exchange Commission ("SEC") and posted on the Corporation's website and on the Philippine Stock Exchange ("PSE") Edge.

Thereafter, the Corporate Secretary read and enumerated the following ground rules and voting procedures for the meeting as set forth in the Information Statement:

1. Only stockholders and/or their proxies who have successfully registered during the registration period may attend the meeting. Non-stockholders and non-proxyholders are not allowed to join the meeting.
2. If a stockholder has any question or clarification on the agenda items, he/she should press the "message/chat" button on the screen. The Corporate Secretary will read the questions during the Question and Answer portion of the meeting.
3. As indicated in the notice and in the ballot form, there are five (5) resolutions proposed for adoption by the stockholders during the meeting in addition to the election of the Corporation's directors.
4. Stockholders or their proxies who registered during the registration period have already submitted their ballot forms upon registration. The votes cast in the ballot forms have been tabulated by the Corporation's stock and transfer agent, Stock Transfer Services, Inc.
5. The Corporate Secretary will report on the votes received and tabulated as of 2:00 pm of 24 June 2022 based on the *Certification* issued by Stock Transfer Services, Inc.

## **II. CERTIFICATION OF NOTICE TO STOCKHOLDERS AND EXISTENCE OF A QUORUM**

The Corporate Secretary certified that the stockholders of record as of 24 May 2022 were duly notified of the annual general meeting in accordance with law and the By-laws of the Corporation. The notice of this meeting was submitted to the SEC and was published in the newspapers and posted on the PSE's EDGE system as well as on the Corporation's website.

He further certified that based on the certification of the stock transfer agent which is attached as Annex "A" hereof, a quorum existed for the transaction of business considering that out of a total of 3,054,334,014 issued and outstanding shares, the stockholders holding 2,262,227,982 shares or 74.30% of the total number of outstanding shares were present in person or by proxy.

## **III. APPROVAL OF THE MINUTES OF THE ANNUAL GENERAL MEETING OF THE STOCKHOLDERS HELD ON 25 JUNE 2021**

The Chairman informed the stockholders that copies of the minutes of the annual general meeting of the stockholders held on 25 June 2021 were made available to the stockholders in the Information Statement filed with the SEC and PSE, and posted online on the Corporation's website.

Upon motion duly made and seconded, and based on the ballot forms received by the Corporation and tabulated by the stock transfer agent, the stockholders holding 2,269,109,982 shares, representing 74.29% of the outstanding capital stock of the Corporation voted to dispense with the reading of the minutes of the annual general meeting of the stockholders of the Corporation held on 25 June 2021 and to approve the said minutes as presented. The stockholder/s holding 118,000 shares or 0.01% of the outstanding capital stock voted against the motion. On the other hand, none abstained from voting on the matter, as certified by the stock transfer agent in its certification attached as Annex “B”. Further, despite opportunity to ask questions or make objections, none was made.

#### **IV. REPORT BY THE PRESIDENT/CEO AND AUDITED FINANCIAL STATEMENTS**

The Chairman informed the body that copies of the annual report and the audited financial statements have been submitted to the SEC and were also posted on the PSE’s website and the Corporation’s website.

Thereafter, Mr. Ricardo Manuel M. Sarmiento, President and Chief Executive Officer, reported on the results of the operations of the Corporation for the year 2021, including the audited financial statements for the year ending 31 December 2021.

He reported that in 2021, the Corporation chose to see opportunities instead of challenges. It marked the year with expansion, innovation, team building, and lessons from successes and challenges. The Corporation continued to transform the business. Vitarich takes the opportunity to reaffirm who it is, what it does, and where it wants to be.

#### **Who is Vitarich and what it does**

Vitarich is a pioneer, agribusiness partner, and leader in the animal feeds industry in the Philippines. It is present in three markets - namely feeds, foods, and farms. Its footprint extends over 1,100 stores and 140 partner broiler farms nationwide. Its workforce includes more than 800 people. And most of all, Vitarich’s management systems are certified to international standards for sanitation, food safety, and quality, including ISO Food Safety Management Systems (FSMS) and Hazard Analysis Critical Control Points (HACCP).

Mr. Sarmiento reported that Vitarich is firmly committed to evolve in support of food security and nutrition. With an unwavering focus on excellence and care for others, it is constantly looking for ways to help many of its customers provide safe, nutritious, and sufficient food—whether they are micro-scale businesses or large corporations such as Jollibee, Max’s, Andok’s, Mang Inasal, Okada Manila, SM Supermarket, and Lawson, among others.

Without question, the future holds exceptional opportunity. Vitarich has already built a solid foundation on which it can grow and meet the urgency of what’s ahead for it.

#### **Where it wants to be**

Vitarich wants to become an original equipment manufacturer (OEM) for many hospitality and food companies and ultimately, a key pillar of the country’s food ecosystem.

Thus, according to him, the need to act has never been more urgent.

The food supply chain has undergone significant restructuring in the past two years, with an increased focus on diversifying supply chain risks. Businesses are adding raw material suppliers to improve resilience, and Vitarich is benefiting from that decision. For example, the hotel, restaurant, and institutional (HRI) customers are increasingly adopting enhanced risk management practices. This includes finding suitable suppliers and facilitating knowledge and technology transfer to strengthen their partners and in turn, their supply chains.

At the same time, it is clear that the food industry has yet to fully rebuild after the African Swine Fever (ASF) outbreak that started in July 2019.

Certainly, capturing these opportunities will require new strategies and management approaches. The good news is, while Vitarich is in the very early stages, it is already seeing positive outcomes from its initiatives. Taken together, Vitarich believes its strategy will drive growth, build differentiation, and enable its business to create value for all stakeholders. This includes:

#### 1. Growing the core

Over the coming years, Vitarich will work towards adding new OEM accounts and deepening businesses with many of its existing HRI customers through joint product development, customization, and collaborative demand planning with customers.

For the branded consumer products, Vitarich will expand its food processing operations and introduce new products such as ready-to-cook lines to deliver more distinctive and differentiated items. Its focus regions in the near term are Greater Manila, Central Luzon, and Bicol given the Corporation's strengths in these areas particularly on supply chain infrastructure.

#### 2. Diversifying into adjacent opportunities

Following the African Swine Fever (AFS), Vitarich intends to capture prospects in hog repopulation and pork meat market. After all, it knows the market and has the resources to take this next step. Vitarich plans to replicate the contract growing model being used in its poultry business to manage risks and venture into hog raising and marketing.

#### 3. Transforming the cost base and enhancing risk management processes

Vitarich has developed new warehouses over the past year and it will continue to do so.

Further to this, it will strive to offset cost inflation through automation, further integration, supply chain optimization as well as continuous improvements in feeds formulation and efficiency.

#### 4. Investing and adapting for the future

Vitarich has repeatedly, and with good reason, highlighted the importance of continuing to invest in the business. That's why it is committed to allocate resources for facilities, technology, research and development, strategic alliances and acquisitions, and its people.

All things considered, Vitarich views these future investments as core to its growth strategy and sustained performance.

#### 5. Creating shared value

Finally, Vitarich will continue building on its nationwide footprint and trusted partnerships to create value for everyone and towards food self-sufficiency for the country.

Specifically, it will pursue initiatives where it can have a meaningful impact to achieve three key Sustainable Development Goals (SDGs) - namely SDG 2 (Zero Hunger), SDG 8 (Decent Work and Economic Growth), and SDG 12 (Responsible Production and Consumption).

### **Financial and Operating Highlights**

Continuing his report, Mr. Sarmiento discussed that 2021 remained volatile. It was still dominated by the COVID-19 pandemic and the responses of governments, businesses, and

individuals to the unfolding situation. At Vitarich, it was a time of both challenge and substantial progress. Specifically:

- Its revenues reached an all-time high of P9.7 billion, rising 23% from the previous year driven by new revenue records in all three business segments.
- Within the Feeds segment, revenues grew 14% to P4.7 billion with volumes of tie-up and commercial customers registering the highest levels. At the same time, it also made great strides in new product development. In the fourth quarter, Vitarich Poultry Advantage was launched to address the needs of backyard and general poultry farmers.
- Within Foods, revenues jumped 36% to P4.2 billion on both increased volume and pricing. Overall, Vitarich continued to expand *Cook's* portfolio by customizing *Cook's Premium Chicken* products for HRI clients as well as grew its branded retail business, *Cook's Freshly Frozen*.
- Turning to costs, cost of goods increased 21% to P8.9 billion reflecting higher prices of raw materials such as wheat, soybean, and corn in the second half of the year. So were the operating expenses, which were up 31% to P700.9 million to ensure current and future market competitiveness and to support marketing activities for the recently launched *Freshly Frozen* line.
- Even then, Vitarich's net income rose nearly ten-fold to P89.4 million or P0.029 per share with stronger profitability in the first half, thanks to higher selling prices of chicken, coupled with lower raw material and production costs compared to the second half of the year.

### **Environmental, Social, and Governance (ESG) and Sustainability**

Beyond tackling COVID-19, another important area that Vitarich is working on is sustainability.

Mr. Sarmiento discussed that on a broader level, Vitarich looks at sustainability as a business approach—one that enhances long-term shareholder value and partnerships with stakeholders where the employees are engaged, product integrity is prioritized, productivity is improved, and negative impacts of the operations to the environment and social risks are minimized.

He likewise reported that overall, Vitarich is making progress in embedding its commitments into our day-to-day business operations. Mr. Sarmiento also expressed confidence that Vitarich's sustainability framework is helping its stakeholders to be on the same page. Recognizing that change takes time and no one can accomplish this alone, Vitarich commits that in 2022, it will work on how it can amplify its communications in this area and make its commitments visible to all stakeholders, which it believes is another step towards being transparent and keeping its employees and external stakeholders engaged.

Mr. Sarmiento expressed gratitude to Vitarich's employees for their dedication and hard work, and to Vitarich's shareholders for their continued trust and confidence. He recognized that many of the shareholders have been alongside Vitarich for decades and their support is particularly welcome during these extraordinary times.

Mr. Sarmiento concluded by recognizing that while there is more work to be done, Vitarich is equally energized by the opportunities ahead of it. He likewise expressed confidence in Vitarich's ability to deliver another year of strong performance in 2022 as it grows its footprint and embark on initiatives inherent in its Lifetime Profitable Partnership<sup>TM</sup> approach.

The floor was then opened for questions from the stockholders. There being no questions and upon motion duly made and seconded, and based on the ballot forms received by the Corporation and tabulated by the stock transfer agent, the stockholders holding 2,269,227,982 shares, representing 74.30% of the outstanding capital stock of the Corporation unanimously voted to approve President Sarmiento's report as well as the audited financial statements of the Corporation for the period ending 31 December 2021. None of the stockholders voted against or abstained from voting on the matter, as certified by the stock transfer agent in its certification attached as Annex "B".

**V. CONFIRMATION AND RATIFICATION OF ALL ACTS OF THE BOARD OF DIRECTORS AND OFFICERS SINCE THE LAST ANNUAL GENERAL MEETING**

The Chairman informed the stockholders that the list of all the acts of the Board of Directors and officers of the Corporation is included in the Information Statement submitted to the SEC and PSE.

Upon motion duly made and seconded, and based on the ballot forms received by the Corporation and tabulated by the stock transfer agent, the stockholders holding 2,269,227,982 shares, representing 74.30% of the outstanding capital stock of the Corporation unanimously voted to approve, confirm, and ratify all acts, contracts or deeds performed, entered into or executed by the Board of Directors and officers of the Corporation from the last annual general meeting up to this day. There were no objections and abstentions as certified by the stock transfer agent in its certification attached as Annex "B". Further, despite opportunity to ask questions or make objections, none was made.

**VI. ELECTION OF DIRECTORS**

The Chairman informed the body of the mandatory requirement of electing independent directors. As a publicly listed company, the Corporation is required to have at least two (2) independent directors. Pursuant to SEC Regulations, the Amended By-Laws and the Amended Manual on Corporate Governance, a Nomination Committee was created to screen the qualifications and prepare a final list of all candidates for independent and regular directors. He also informed the stockholders that the profiles of the nominees for directors are indicated in the Definitive Information Statement submitted to the SEC and posted on the website and on the PSE Edge.

Such Final List of Candidates for independent and regular directors was made available to all stockholders through the distribution of the information statement and the ballot form.

The Assistant Corporate Secretary, Atty. Mary Christine C. Dabu-Pepito, announced that as pre-screened and listed by the Nominations Committee and as indicated in the Definitive Information Statement submitted to the SEC and posted on the PSE's website and the Corporation's website, the following were nominated as members of the Board of Directors of the Corporation for the ensuing year:

1. Mr. Jose Vicente C. Bengzon III;
2. Mr. Rogelio M. Sarmiento
3. Mr. Ricardo Manuel M. Sarmiento;
4. Ms. Stephanie Nicole S. Garcia;
5. Mr. Lorenzo Vito M. Sarmiento III;
6. Atty. Juan Arturo Iluminado C. De Castro;
7. Mr. Benjamin I. Sarmiento, Jr.;
8. Mr. Vicente Julian A. Sarza (Independent Director); and
9. Mr. Pierre Carlo C. Curay (Independent Director).

Upon motion duly made and seconded, the Corporate Secretary announced that the results of the elections were tabulated by the stock transfer agent. He also announced that based on the certification submitted by the stock transfer agent and attached as Annex "B", the following individuals have received the following number of votes for his/her election as director:

1. Mr. Jose Vicente C. Bengzon III – 2,268,096,982 votes (74.26%);
2. Mr. Ricardo Manuel M. Sarmiento – 2,269,227,982 votes (74.30%);
3. Ms. Stephanie Nicole S. Garcia – 2,268,096,982 votes (74.26%);
4. Mr. Rogelio M. Sarmiento – 2,268,096,982 votes (74.26%);
5. Mr. Benjamin I. Sarmiento, Jr. – 2,268,096,982 votes (74.26%);
6. Mr. Lorenzo Vito M. Sarmiento III – 2,268,096,982 votes (74.26%);
7. Atty. Juan Arturo Iluminado C. De Castro – 2,268,096,982 votes (74.26%);
8. Mr. Vicente Julian A. Sarza (Independent Director) – 2,269,227,982 votes (74.30%); and
9. Mr. Pierre Carlo C. Curay (Independent Director) - 2,268,096,982 votes (74.26%).

The stockholder/s holding 1,131,000 shares, representing 0.04% of the outstanding capital stock voted against the elections of the following directors:

1. Mr. Jose Vicente C. Bengzon III;
2. Ms. Stephanie Nicole S. Garcia;
3. Mr. Rogelio M. Sarmiento;
4. Mr. Benjamin I. Sarmiento, Jr.;
5. Mr. Lorenzo Vito M. Sarmiento III; and
6. Atty. Juan Arturo Iluminado C. De Castro.

The stockholder/s holding 1,131,000 shares, representing 0.04% of the outstanding capital stock abstained from voting Mr. Pierre Carlo C. Curay.

Further, despite opportunity to ask questions or make objections, none was made.

Thereafter, the following were declared elected as members of the Board of Directors of the Corporation to serve as such until their successors are duly elected and qualified:

1. Mr. Jose Vicente C. Bengzon III;
2. Mr. Rogelio M. Sarmiento;
3. Mr. Ricardo Manuel M. Sarmiento;
4. Ms. Stephanie Nicole S. Garcia;
5. Mr. Lorenzo Vito M. Sarmiento III;
6. Atty. Juan Arturo Iluminado C. De Castro;
7. Mr. Benjamin I. Sarmiento, Jr.;
8. Mr. Vicente Julian A. Sarza (Independent Director); and
9. Mr. Pierre Carlo C. Curay (Independent Director).

## **VII. APPOINTMENT OF THE EXTERNAL AUDITOR**

Upon motion duly made and seconded, and based on the ballot forms received by the Corporation and tabulated by the stock transfer agent, the stockholders holding 2,269,227,982 shares, representing 74.30% of the outstanding capital stock of the Corporation voted to appoint **SyCip Gorres Velayo and Co.** as the Corporation's external auditor for the ensuing year, as recommended by the Audit, Risk Oversight, and Related Party Transactions Committee and approved by the Board of Directors. None of the stockholders voted against or abstained from voting, as certified by the stock transfer agent in its certification attached as Annex "B". Further, despite opportunity given, no questions or objections were made.

**VIII. APPOINTMENT OF THE STOCK TRANSFER AGENT**

Upon motion duly made and seconded, and based on the ballot forms received by the Corporation and tabulated by the stock transfer agent, the stockholders holding 2,269,227,982 shares, representing 74.30% of the outstanding capital stock of the Corporation voted to appoint **Stock Transfer Services, Inc.** as the Corporation's stock transfer agent for the ensuing year and to serve as such until its successor shall have been appointed and qualified. None of the stockholders voted against or abstained from voting, as certified by the stock transfer agent in its certification attached as Annex "B". Further, despite opportunity given, none of the stockholders asked questions or made objections.

**IX. ADJOURNMENT**

There being no other matters to discuss, and upon motion duly made and seconded, the meeting was adjourned at 2:45 o'clock in the afternoon.

**AISON BENEDICT C. VELASCO**  
Corporate Secretary

ATTESTED BY:

**JOSE VICENTE C. BENGZON III**  
Chairman of the Board

**Vitarich Corporation**  
**Annual Stockholders' Meeting**  
**24 June 2022 at 2:00 P.M.**  
**via Remote Communication**

**ATTENDANCE REPORT**

	<u>No. of Shares</u>	<u>Percentage</u>
TOTAL PROXIES AND ATTENDANCE	<u>2,262,227,982</u>	<u>74.30%</u>
TOTAL ISSUED & OUTSTANDING SHARES	:	<u>3,054,334,014</u>

Certified by:

STOCK TRANSFER SERVICE, INC.

  
RICARDO D. REGALA, JR.  
General Manager

## CERTIFICATION

As the Registrar and Stock Transfer Agent of the shares of stock of **VITARICH CORPORATION (VITA)** we hereby certify and provide the result of votes tabulated detailed as follows:

AGENDA ITEM	IN FAVOR		AGAINST		ABSTAIN	
	NO. OF SHARES	%	NO. OF SHARES	%	NO. OF SHARES	%
ITEM 1 – APPROVAL OF THE MINUTES OF THE LAST ANNUAL STOCKHOLDERS MEETING	2,269,109,982	74.29%	118,000	0.01%	0	0.00%
ITEM 2 – REPORT OF THE PRESIDENT ON THE RESULTS OF THE OPERATIONS AND THE AUDITED FINANCIAL STATEMENTS FOR 2021	2,269,227,982	74.30%	0	0.00%	0	0.00%
ITEM 3 – RATIFICATION OF THE ACTS OF DIRECTORS AND OFFICERS	2,269,227,982	74.30%	0	0.00%	0	0.00%
ITEM 4 – APPOINTMENT OF SYCIP GORRES VELAYO & CO. AS EXTERNAL AUDITOR	2,269,227,982	74.30%	0	0.00%	0	0.00%
ITEM 5 – APPOINTMENT OF STOCK TRANSFER SERVICE, INC. AS STOCK TRANSFER AGENT	2,269,227,982	74.30%	0	0.00%	0	0.00%

FOR THE ELECTION OF DIRECTORS:

JOSE VICENTE C. BENGZON, III	2,268,096,982	74.26%	1,131,000	0.04%	0	0.00%
RICARDO MANUEL M. SARMIENTO	2,269,227,982	74.30%	0	0.00%	0	0.00%
STEPHANIE NICOLE S. GARCIA	2,268,096,982	74.26%	1,131,000	0.04%	0	0.00%
ROGELIO M. SARMIENTO	2,268,096,982	74.26%	1,131,000	0.04%	0	0.00%
BENJAMIN I. SARMIENTO, JR.	2,268,096,982	74.26%	1,131,000	0.04%	0	0.00%
LORENZO VITO M. SARMIENTO	2,268,096,982	74.26%	1,131,000	0.04%	0	0.00%
JUAN ARTURO ILUMINADO DE CASTRO	2,268,096,982	74.26%	1,131,000	0.04%	0	0.00%
VICENTE J.A. SARZA (INDEPENDENT DIRECTOR)	2,269,227,982	74.30%	0	0.00%	0	0.00%
PIERRE CARLO C. CURAY (INDEPENDENT DIRECTOR)	2,268,096,982	74.26%	0	0.00%	1,131,000	0.04%

This certification is being issued at the request of **VITA** for whatever legal purpose it may serve. Makati City, June 21, 2022.

**STOCK TRANSFER SERVICE, INC.**  
Transfer Agent

  
**MICHAEL C. CAPOY**  
Assistant Manager

**Stock Transfer Service, Inc.**  
34-D Rufino Pacific Tower, 6784 Ayala Avenue, Makati City  
Telephone Nos.: 8403-2410 / 8403-2412  
Fax No.: 8403-2414