





**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	<b>COMPLIANT/ NON- COMPLIANT</b>	<b>ADDITIONAL INFORMATION</b>	<b>EXPLANATION</b>
<b>The Board's Governance Responsibilities</b>			
<b>Principle 1:</b> The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.			
<b>Recommendation 1.1</b>			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	Compliant	Part III, Item 9 of the company's SEC Form 17-A (Annual Report) for 2021 posted at <a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a>	
2. Board has an appropriate mix of competence and expertise.	Compliant		
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	Compliant	2021 General Information Sheet ("GIS") posted at <a href="https://vitarich.com/wp-content/uploads/2021/07/2021-GIS-VITARICH-CORPORATION-compressed.pdf">https://vitarich.com/wp-content/uploads/2021/07/2021-GIS-VITARICH-CORPORATION-compressed.pdf</a>	
<b>Recommendation 1.2</b>			
1. Board is composed of a majority of non-executive directors.	Compliant	Out of the 9 directors, only Directors Ricardo Manuel M. Sarmiento (CEO/President) and Stephanie Nicole S. Garcia (EVP & Corporate Management Services Director/ Treasurer) are Executive Directors of the Company.  Part III, Item 9 of the company's SEC Form 17-A for 2021 posted at <a href="https://vitarich.com/wp-">https://vitarich.com/wp-</a>	

		<p>content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</p> <p>2021 GIS posted at <a href="https://vitarich.com/wp-content/uploads/2021/07/2021-GIS-VITARICH-CORPORATION-compressed.pdf">https://vitarich.com/wp-content/uploads/2021/07/2021-GIS-VITARICH-CORPORATION-compressed.pdf</a></p>	
<b>Recommendation 1.3</b>			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	Part III, Section B.4. (Duties and Responsibilities of Directors) of the Amended Manual on Corporate Governance of the Company posted at <a href="https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf</a>	
2. Company has an orientation program for first time directors.	Compliant	<p>Part III, Section B.4. (Duties and Responsibilities of Directors) of the Amended Manual on Corporate Governance of the Company posted at <a href="https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf</a></p> <p>Please note, however, that for the year 2021, there are no first-time directors. All the elected directors during the Annual General Meeting of the Stockholders on 25 June 2021 had served already for at least six (6) months to a year at the time of said election.</p>	

3. Company has relevant annual continuing training for all directors.	Compliant	<p>Amended Manual of Corporate Governance (<a href="https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf</a>)</p> <p>As part of the directors' continuing training and/or education, they attended the ESG Briefing on 01 September 2021.</p>	
1. Board has a policy on board diversity.	Compliant	<p>Item III, Part A, paragraphs 1, 2, 4 of the Amended Manual on Corporate Governance of the Company posted at <a href="https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf</a></p> <p>Part III, Item 9 of the Company's SEC Form 17-A for 2021 posted at <a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a></p>	
<b>Optional: Recommendation 1.4</b>			
1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.			
<b>Recommendation 1.5</b>			
1. Board is assisted by a Corporate Secretary.	Compliant	Part III, Item 9 of the Company's SEC	

2. Corporate Secretary is a separate individual from the Compliance Officer.	Compliant	17-A for 2021 posted at <a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a>	
3. Corporate Secretary is not a member of the Board of Directors.	Compliant	2021 GIS posted at <a href="https://vitarich.com/wp-content/uploads/2021/07/2021-GIS-VITARICH-CORPORATION-compressed.pdf">https://vitarich.com/wp-content/uploads/2021/07/2021-GIS-VITARICH-CORPORATION-compressed.pdf</a>	
4. Corporate Secretary attends training/s on corporate governance.	Compliant	The Corporate Secretary attended the ESG Briefing on 01 September 2021.	
<b>Optional: Recommendation 1.5</b>			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	Compliant	As a representative sample, please see attached screenshot of the Corporate Secretary's e-mail dated 08 January 2021 to the directors regarding notice of and agenda for the board meeting for 19 January 2021 and draft minutes of previous meeting. ( <b>Annex "A"</b> )	
<b>Recommendation 1.6</b>			
1. Board is assisted by a Compliance Officer.	Compliant	Part III, Item 9 of the Company's SEC 17-A for 2021 posted at	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Compliant	<a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a>	
3. Compliance Officer is not a member of the board.	Compliant	2021 GIS posted at	

		<a href="https://vitarich.com/wp-content/uploads/2021/07/2021-GIS-VITARICH-CORPORATION-compressed.pdf">https://vitarich.com/wp-content/uploads/2021/07/2021-GIS-VITARICH-CORPORATION-compressed.pdf</a>	
4. Compliance Officer attends training/s on corporate governance.	Compliant	<p>Please see attached Certificates of Participation/Attendance re As Easy as SEC: How to File Annual Reports Using the SEC Online Submission Tool (OST), eSPARC: The SEC's New Company Registration System, Webinar on Beneficial Ownership Transparency in the Philippines, Webinar on Money Laundering and Terrorist Financing (ML/TF) Risk Assessment of Legal Persons and Beneficial Ownership (BO) Transparency Guidelines, GRI Standards Online Certified Training Course on Sustainability Reporting as well as the GRI Professional Certification Program Certificate of Completion (<b>Annexes "B" to "G"</b>).</p> <p>In addition to this, she also attended the ESG Briefing on 01 September 2021.</p>	
<b>Principle 2:</b> The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.			
<b>Recommendation 2.1</b>			
1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	Compliant	2021 Definitive Information Statement posted at <a href="https://vitarich.com/wp-content/uploads/2021/05/2021.05.27-Definitive-Information-Statement-2021-final.pdf">https://vitarich.com/wp-content/uploads/2021/05/2021.05.27-Definitive-Information-Statement-2021-final.pdf</a> , which shows, among others, the Board Resolutions approved by the Board of Directors	

		<p>from January 2021 up to 30 April 2021.</p> <p>Please also see Annex "A".</p>	
<b>Recommendation 2.2</b>			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	The results of the monthly operations of the Company are reported to the Board of Directors during its regular monthly meetings for the year 2021.	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant	<p>Likewise, the different department heads of the company report from time to time to the Board during the latter's meetings to update the Board on the various aspects of the Company's operations – from sales, supply chain, feeds quality, legal and research and development projects. However, the Company may not possibly attach or submit the relevant Minutes of the Board meetings because the said Minutes contain confidential information such as business strategies or trade secrets.</p>	
<b>Supplement to Recommendation 2.2</b>			
1. Board has a clearly defined and updated vision, mission and core values.	Compliant	<p>The Board adopts the company's mission, vision and core values.</p> <p>Please see <a href="https://vitarich.com/about-us/mission-vision-core-values/">https://vitarich.com/about-us/mission-vision-core-values/</a></p>	

<p>2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.</p>	<p>Compliant</p>	<p>The Company is conducting a monthly operations and sales meeting and a trimester performance review every year.</p> <p>The results of the monthly operations of the Company are being reported to the Board during its regular monthly meetings. In addition, the different department heads of the company report to the Board from time to time during the latter's meetings to update the Board on the various aspects of the Company's operations – from sales, supply chain, feeds quality, legal and research and development projects. However, the Company may not possibly attach or submit the relevant Minutes of the Board meetings because the said Minutes contain confidential information such as business strategies or trade secrets.</p>	
<p><b>Recommendation 2.3</b></p>			
<p>1. Board is headed by a competent and qualified Chairperson.</p>	<p>Compliant</p>	<p>Part III, Item 9 of the Company's SEC 17-A for 2021 posted at <a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a></p>	
<p><b>Recommendation 2.4</b></p>			
<p>1. Board ensures and adopts an effective succession planning program for directors, key officers and management.</p>	<p>Compliant</p>	<p>As regards the succession planning program for the directors, the Company adheres and follows Section 7, Article II of its Amended By-Laws posted at <a href="https://vitarich.com/wp-">https://vitarich.com/wp-</a></p>	

		<p>content/uploads/2021/04/VITARICH-CORPORATION_AMENDED-BY-LAWS_28-APRIL-2021-.pdf</p> <p>With respect to the executive officers, the Company adheres and follows Section 20, Article IV of the Amended By-Laws posted at <a href="https://vitarich.com/wp-content/uploads/2021/04/VITARICH-CORPORATION_AMENDED-BY-LAWS_28-APRIL-2021-.pdf">https://vitarich.com/wp-content/uploads/2021/04/VITARICH-CORPORATION_AMENDED-BY-LAWS_28-APRIL-2021-.pdf</a></p> <p>As regards key officers and management, please see attached copy of the program outline to develop and identify successors to the management positions (<b>Annex "H"</b>).</p>	
<p>2. Board adopts a policy on the retirement for directors and key officers.</p>	<p>Non-Compliant as to Directors</p> <p>Compliant as to Key Officers</p>	<p>As regards key officers, please see attached (<b>Annex "I"</b>)</p>	<p>The recommendation on policy on retirement of directors cannot be complied with as it may be in conflict with the law providing that directors serve only for 1 year and are elected by the stockholders every year. Their re-election cannot be guaranteed. The directors are not considered as employees of the Company and the Board recognizes that, as mentioned, the directors serve only by election of the stockholders and their term of office is only for one year. The over-all principle that directors should know their fiduciary roles and rights are achieved through the orientation program for first-time directors where the rights and obligations of directors are discussed. It was made clear upon the directors that the Company has</p>

			not adopted yet a policy on the retirement of the directors.
<b>Recommendation 2.5</b>			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	Amended Manual on Corporate Governance regarding duties and responsibilities of Nominations, Remunerations and Corporate Governance Committee posted at <a href="https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf</a>	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant		
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant	Item 10, SEC Form 17-A posted at <a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a>  Section 12, Article II of the Amended By-Laws posted at <a href="https://vitarich.com/wp-content/uploads/2021/04/VITARICH-CORPORATION_AMENDED-BY-LAWS_28-APRIL-2021-.pdf">https://vitarich.com/wp-content/uploads/2021/04/VITARICH-CORPORATION_AMENDED-BY-LAWS_28-APRIL-2021-.pdf</a>	
<b>Optional: Recommendation 2.5</b>			
1. Board approves the remuneration of senior executives.		Provide proof of board approval	

2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.		Provide information on or link/reference to a document containing measurable standards to align performance-based remuneration with the long-term interest of the company.	
<b>Recommendation 2.6</b>			
1. Board has a formal and transparent board nomination and election policy.	Compliant	Amended Manual on Corporate Governance regarding duties and responsibilities of Nominations, Remunerations and Corporate Governance Committee and Part VI posted at <a href="https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf</a>	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant	Section 7, Article II and Sections 41 to 51, Article XII of the Company's Amended By-Laws posted at <a href="https://vitarich.com/wp-content/uploads/2021/04/VITARICH-CORPORATION_AMENDED-BY-LAWS_28-APRIL-2021-.pdf">https://vitarich.com/wp-content/uploads/2021/04/VITARICH-CORPORATION_AMENDED-BY-LAWS_28-APRIL-2021-.pdf</a>	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant	Item 5 of the Definitive Information Statement for 2021 posted at <a href="https://vitarich.com/wp-content/uploads/2021/05/2021.05.27-Definitive-Information-Statement-2021-final.pdf">https://vitarich.com/wp-content/uploads/2021/05/2021.05.27-Definitive-Information-Statement-2021-final.pdf</a>	
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant		
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	Non-Compliant		While the assessment of the effectiveness of Board's processes in the nomination, election, or replacement of the Board is not included in the company's written policy, the Board reviewed and evaluated its

			nomination and election processes for the year 2021. In addition, the Company adheres and follows the processes set forth in the Revised Corporation Code of the Philippines, the Amended By-Laws, Amended Manual on Corporate Governance and SEC regulations to ensure transparency and to protect the integrity of the nomination and election processes.
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant	Amended Manual on Corporate Governance regarding duties and responsibilities of Nominations, Remunerations and Corporate Governance Committee as provided in the Amended Manual on Corporate Governance posted at <a href="https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf</a>	In addition to this, the Company asks for and keeps the Curriculum Vitae of nominees and even incumbent directors to ensure that the Board has the right mix of competent and qualified directors.
<b>Optional: Recommendation to 2.6</b>			
1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.		Identify the professional search firm used or other external sources of candidates	
<b>Recommendation 2.7</b>			

1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	Compliant	Amended Manual on Corporate Governance re: Specific Duties and Functions of the Audit, Risk Oversight and Related Party Transactions Committee and definition of Related Party and Related Party Transaction ( <a href="https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf</a> )	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant		
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant	<p><a href="https://vitarich.com/corporate-governance/board-committee/">https://vitarich.com/corporate-governance/board-committee/</a> on the functions of Audit, Risk Oversight and Related Party Transactions Committee</p> <p>SEC Form 17-A for 2021 posted at <a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a></p> <p>Related Party Transactions Policy at <a href="https://vitarich.com/wp-content/uploads/2020/09/relatedpartytransactionspolicy.pdf">https://vitarich.com/wp-content/uploads/2020/09/relatedpartytransactionspolicy.pdf</a></p> <p>Material Related Party Transactions Policy at <a href="https://vitarich.com/wp-content/uploads/2020/09/materialrelatedpartytransactionspolicy.pdf">https://vitarich.com/wp-content/uploads/2020/09/materialrelatedpartytransactionspolicy.pdf</a></p>	

**Supplement to Recommendations 2.7**

<p>1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.</p>	<p>Compliant</p>	<p>Amended Manual on Corporate Governance posted at <a href="https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf</a></p> <p>Material Related Party Transactions Policy posted at <a href="https://vitarich.com/wp-content/uploads/2020/09/materialrelatedpartytransactionsolicy.pdf">https://vitarich.com/wp-content/uploads/2020/09/materialrelatedpartytransactionsolicy.pdf</a></p>	
<p>2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.</p>	<p>Compliant</p>	<p>Part VI of the Material Related Party Transactions Policy on the Approval of Material Related Party Transactions posted at <a href="https://vitarich.com/wp-content/uploads/2020/09/materialrelatedpartytransactionsolicy.pdf">https://vitarich.com/wp-content/uploads/2020/09/materialrelatedpartytransactionsolicy.pdf</a></p>	
<p><b>Recommendation 2.8</b></p>			
<p>1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	<p>Compliant</p>	<p>Amended Manual on Corporate Governance regarding the duties and responsibilities of the directors posted at <a href="https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf</a></p> <p>See Article IV of the Amended By-Laws posted at <a href="https://vitarich.com/wp-content/uploads/2021/04/VITARICH-CORPORATION_AMENDED-BY-LAWS_28-APRIL-2021-.pdf">https://vitarich.com/wp-content/uploads/2021/04/VITARICH-CORPORATION_AMENDED-BY-LAWS_28-APRIL-2021-.pdf</a></p>	

		<p>Part III, Item 9 of SEC Form 17-A for 2021 posted at <a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a></p> <p>SEC 17-C on the Results of the Organizational Meeting of the Board of Directors held on 25 June 2021 posted on <a href="https://vitarich.com/wp-content/uploads/2021/06/VITARICH-CORPORATION_SEC-FORM-17-C-Results-of-2021-AGM-and-Organizational-Meeting-of-the-Board-of-Directors_25-June-2021.pdf">https://vitarich.com/wp-content/uploads/2021/06/VITARICH-CORPORATION_SEC-FORM-17-C-Results-of-2021-AGM-and-Organizational-Meeting-of-the-Board-of-Directors_25-June-2021.pdf</a></p>	
2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	<p>Amended Manual on Corporate Governance regarding duties and responsibilities of the directors (<a href="https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf</a>)</p>	
<b>Recommendation 2.9</b>			
1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.	Compliant	<p>Item III, C.2.10 of the Amended Manual on Corporate Governance (<a href="https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf</a>)</p>	

<p>2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.</p>	<p>Compliant</p>	<p>7.pdf)</p> <p>In addition, the results of the monthly operations are reported to the Board of Directors during the latter's regular monthly meetings and, as mentioned above, the department heads make regular reports to the Board of Directors. The Company likewise conducts a trimester review of the performance of each department.</p>	
<p><b>Recommendation 2.10</b></p>			
<p>1. Board oversees that an appropriate internal control system is in place.</p>	<p>Compliant</p>	<p>Page 4, Letter H, Page 10, C.5, Item III and page 11, C.3.1, Item III of the Amended Manual on Corporate Governance</p>	
<p>2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.</p>	<p>Compliant</p>	<p>(<a href="https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf</a>)</p> <p>See also the Company's Internal Audit Charter (<a href="https://vitarich.com/wp-content/uploads/2020/09/internalauditcharter.pdf">https://vitarich.com/wp-content/uploads/2020/09/internalauditcharter.pdf</a>)</p> <p>The Chief Audit Executive reports to the Audit, Risk Oversight and Related Party Transactions Committee on a quarterly basis the results of every quarterly audit conducted.</p>	

3. Board approves the Internal Audit Charter.	Compliant	<p>C.2.12, Item III and Item V, Parts A and B of the Amended Manual on Corporate Governance (<a href="https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf</a>)</p> <p><a href="https://vitarich.com/wp-content/uploads/2020/09/internalauditcharter.pdf">https://vitarich.com/wp-content/uploads/2020/09/internalauditcharter.pdf</a></p> <p><a href="https://vitarich.com/wp-content/uploads/2020/09/2019.08.23sec17-approvalofauditcharterandappointmentofgrs.pdf">https://vitarich.com/wp-content/uploads/2020/09/2019.08.23sec17-approvalofauditcharterandappointmentofgrs.pdf</a></p>	
<b>Recommendation 2.11</b>			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Compliant	<p>C.2.6, Item III and Part V, C and D of the Amended Manual on Corporate Governance (<a href="https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf</a>)</p>	
2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	Compliant	<p>In 2021, the Board continuously helped the management in identifying and managing risks in its plants to avoid theft and ensure that planned operational efficiencies are being implemented and improved. In addition, the COVID-19 Crisis Management Team ("CMT") regularly reported to the Board the measures being</p>	

		implemented by the company to ensure business continuity and employees' safety amidst the pandemic.	
<b>Recommendation 2.12</b>			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	Compliant	Item III, Parts A to C of the Amended Manual on Corporate Governance ( <a href="https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf</a> )	
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant	Please note that the recommended contents of the Board Charter are in the above-mentioned pages of the Amended Manual on Corporate Governance and per phone verification with SEC's Ms. Sheila Pañares last 09 May 2018, the Company need not have a separate Board Charter in order to be compliant with the recommendation IF the contents of the Board Charter are already in the Amended Manual on Corporate Governance.	
3. Board Charter is publicly available and posted on the company's website.	Compliant		
<b>Additional Recommendation to Principle 2</b>			
1. Board has a clear insider trading policy.	Compliant	<a href="https://vitarich.com/wp-content/uploads/2020/09/vitarichcorporationinsidertradingpolicy.pdf">https://vitarich.com/wp-content/uploads/2020/09/vitarichcorporationinsidertradingpolicy.pdf</a>  Part IV A of the Amended Manual on Corporate Governance ( <a href="https://vitarich.com/wp-content/uploads/2020/09/amended">https://vitarich.com/wp-content/uploads/2020/09/amended</a>	

		<p>manualoncorporategovernance2017.pdf )</p> <p>In addition, the Compliance Officer/Corporate Information Officer or the Alternate Corporate Information Officer reminds and informs the directors and officers by way of announcements during Board meetings, e-mails, SMS messages that they are not supposed to trade shares for 2 to 3 trading days (black-out period), as the case may be, specifying the dates, whenever the Company discloses a material information as required under the SRC Code and Implementing Rules.</p>	
<b>Optional: Principle 2</b>			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.		Provide information on or link/reference to a document showing company's policy on granting loans to directors, if any.	
2. Company discloses the types of decision requiring board of directors' approval.		Indicate the types of decision requiring board of directors' approval and where there are disclosed.	
<b>Principle 3:</b> Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.			
<b>Recommendation 3.1</b>			

<p>1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.</p>	<p>Compliant</p>	<p><a href="https://vitarich.com/wp-content/uploads/2021/06/VITARICH-CORPORATION_SEC-FORM-17-C-Results-of-2021-AGM-and-Organizational-Meeting-of-the-Board-of-Directors_25-June-2021.pdf">https://vitarich.com/wp-content/uploads/2021/06/VITARICH-CORPORATION_SEC-FORM-17-C-Results-of-2021-AGM-and-Organizational-Meeting-of-the-Board-of-Directors_25-June-2021.pdf</a></p> <p><a href="https://vitarich.com/corporate-governance/board-committee/">https://vitarich.com/corporate-governance/board-committee/</a></p>	
<p><b>Recommendation 3.2</b></p>			
<p>1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.</p>	<p>Compliant</p>	<p><a href="https://vitarich.com/corporate-governance/board-committee/">https://vitarich.com/corporate-governance/board-committee/</a></p> <p>As can be seen in paragraph 10, the Audit, Risk Oversight and Related Party Transactions Committee is responsible for the recommendation of the appointment and removal of the Company's external auditor.</p>	
<p>2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.</p>	<p>Compliant as to at least 3 non-executive directors and that Chairman is independent</p> <p>Non-Compliant as to majority should be independent</p>	<p><a href="https://vitarich.com/corporate-governance/board-committee/">https://vitarich.com/corporate-governance/board-committee/</a></p> <p><a href="https://vitarich.com/wp-content/uploads/2021/06/VITARICH-CORPORATION_SEC-FORM-17-C-Results-of-2021-AGM-and-Organizational-Meeting-of-the-Board-of-Directors_25-June-2021.pdf">https://vitarich.com/wp-content/uploads/2021/06/VITARICH-CORPORATION_SEC-FORM-17-C-Results-of-2021-AGM-and-Organizational-Meeting-of-the-Board-of-Directors_25-June-2021.pdf</a></p> <p>Part III, Item 9 of SEC 17-A for 2021 posted at <a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a></p>	<p>Please note, however, that while all the members are non-executive directors and that the chairman of the committee is an independent director, the majority is not independent because there are only two independent directors and the committee has five members.</p> <p>The over-all principle is still being achieved by the directors' freedom and ability to give insights and inputs to further improve the Company's performance.</p>

<p>3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.</p>	<p>Compliant</p>	<p><a href="https://vitarich.com/wp-content/uploads/2021/06/VITARICH-CORPORATION_SEC-FORM-17-C-Results-of-2021-AGM-and-Organizational-Meeting-of-the-Board-of-Directors_25-June-2021.pdf">https://vitarich.com/wp-content/uploads/2021/06/VITARICH-CORPORATION_SEC-FORM-17-C-Results-of-2021-AGM-and-Organizational-Meeting-of-the-Board-of-Directors_25-June-2021.pdf</a></p> <p>Part III, Item 9 of SEC 17-A for 2021 posted at <a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a></p>	
<p>4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.</p>	<p>Compliant</p>	<p><a href="https://vitarich.com/wp-content/uploads/2021/06/VITARICH-CORPORATION_SEC-FORM-17-C-Results-of-2021-AGM-and-Organizational-Meeting-of-the-Board-of-Directors_25-June-2021.pdf">https://vitarich.com/wp-content/uploads/2021/06/VITARICH-CORPORATION_SEC-FORM-17-C-Results-of-2021-AGM-and-Organizational-Meeting-of-the-Board-of-Directors_25-June-2021.pdf</a></p> <p><a href="https://vitarich.com/corporate-governance/board-committee/">https://vitarich.com/corporate-governance/board-committee/</a></p>	
<p><b>Supplement to Recommendation 3.2</b></p>			
<p>1. Audit Committee approves all non-audit services conducted by the external auditor.</p>	<p>Compliant</p>	<p>Paragraph 7 of <a href="https://vitarich.com/corporate-governance/board-committee/">https://vitarich.com/corporate-governance/board-committee/</a></p> <p>See disclosure on external audit fees and services and Audit, Risk Oversight and Related Party Transactions Committee posted at <a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a></p>	

2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Compliant	For 2021, the Audit Committee held meetings with the external auditor on 19 March 2021, 26 March 2021, 05 April 2021, and 07 April 2021. None of the members of the management team was present during said meetings.	
<b>Optional: Recommendation 3.2</b>			
1. Audit Committee meet at least four times during the year.	Compliant	<p>The Audit Committee had 12 meetings in 2021, which were held on the following dates:</p> <ul style="list-style-type: none"> <li>19 March 2021</li> <li>26 March 2021</li> <li>05 April 2021</li> <li>07 April 2021</li> <li>12 April 2021</li> <li>16 April 2021</li> <li>20 April 2021</li> <li>17 May 2021</li> <li>21 July 2021</li> <li>13 August 2021</li> <li>18 October 2021</li> <li>08 November 2021</li> </ul>	
2. Audit Committee approves the appointment and removal of the internal auditor.			
<b>Recommendation 3.3</b>			

<p>1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.</p>	<p>Compliant</p>	<p><a href="https://vitarich.com/wp-content/uploads/2021/06/VITARICH-CORPORATION_SEC-FORM-17-C-Results-of-2021-AGM-and-Organizational-Meeting-of-the-Board-of-Directors_25-June-2021.pdf">https://vitarich.com/wp-content/uploads/2021/06/VITARICH-CORPORATION_SEC-FORM-17-C-Results-of-2021-AGM-and-Organizational-Meeting-of-the-Board-of-Directors_25-June-2021.pdf</a></p> <p><a href="https://vitarich.com/corporate-governance/board-committee/">https://vitarich.com/corporate-governance/board-committee/</a></p> <p>Amended Manual on Corporate Governance posted at <a href="https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf</a></p>	
<p>2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.</p>	<p>Compliant as to number of members</p> <p>Non-compliant as to all should be independent directors</p>	<p><a href="https://vitarich.com/wp-content/uploads/2021/06/VITARICH-CORPORATION_SEC-FORM-17-C-Results-of-2021-AGM-and-Organizational-Meeting-of-the-Board-of-Directors_25-June-2021.pdf">https://vitarich.com/wp-content/uploads/2021/06/VITARICH-CORPORATION_SEC-FORM-17-C-Results-of-2021-AGM-and-Organizational-Meeting-of-the-Board-of-Directors_25-June-2021.pdf</a></p> <p><a href="https://vitarich.com/corporate-governance/board-committee/">https://vitarich.com/corporate-governance/board-committee/</a></p> <p>Part III, Item 9 of SEC 17-A for 2021 (<a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a>)</p>	<p>Please note, however, that not all members are independent because the committee has five members and there are only 2 independent directors.</p> <p>The over-all principle is still being achieved by the directors' freedom and ability to give insights and inputs to further improve the Company's performance.</p>

<p>3. Chairman of the Corporate Governance Committee is an independent director.</p>	<p>Compliant</p>	<p><a href="https://vitarich.com/corporate-governance/board-committee/">https://vitarich.com/corporate-governance/board-committee/</a></p> <p><a href="https://vitarich.com/wp-content/uploads/2021/06/VITARICH-CORPORATION_SEC-FORM-17-C-Results-of-2021-AGM-and-Organizational-Meeting-of-the-Board-of-Directors_25-June-2021.pdf">https://vitarich.com/wp-content/uploads/2021/06/VITARICH-CORPORATION_SEC-FORM-17-C-Results-of-2021-AGM-and-Organizational-Meeting-of-the-Board-of-Directors_25-June-2021.pdf</a></p> <p>Part III, Item 9 of SEC 17-A for 2021 (<a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a>)</p>	
<p><b>Optional: Recommendation 3.3.</b></p>			
<p>1. Corporate Governance Committee meet at least twice during the year.</p>	<p>Compliant</p>	<p>The Corporate Governance Committee had four (4) meetings in 2021, which were as follows:</p> <p>17 May 2021 24 May 2021 10 September 2021 10 November 2021</p>	
<p><b>Recommendation 3.4</b></p>			
<p>1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.</p>	<p>Compliant</p>	<p><a href="https://vitarich.com/corporate-governance/board-committee/">https://vitarich.com/corporate-governance/board-committee/</a></p> <p><a href="https://vitarich.com/wp-content/uploads/2021/06/VITARICH-CORPORATION_SEC-FORM-17-C-Results-of-2021-AGM-and-Organizational-Meeting-of-the-Board-of-Directors_25-June-2021.pdf">https://vitarich.com/wp-content/uploads/2021/06/VITARICH-CORPORATION_SEC-FORM-17-C-Results-of-2021-AGM-and-Organizational-Meeting-of-the-Board-of-Directors_25-June-2021.pdf</a></p>	

<p>2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.</p>	<p>Compliant as to at least 3 non-executive directors and that Chairman is independent</p> <p>Non-Compliant as to majority should be independent</p>	<p><a href="https://vitarich.com/corporate-governance/board-committee/">https://vitarich.com/corporate-governance/board-committee/</a></p> <p><a href="https://vitarich.com/wp-content/uploads/2021/06/VITARICH-CORPORATION_SEC-FORM-17-C-Results-of-2021-AGM-and-Organizational-Meeting-of-the-Board-of-Directors_25-June-2021.pdf">https://vitarich.com/wp-content/uploads/2021/06/VITARICH-CORPORATION_SEC-FORM-17-C-Results-of-2021-AGM-and-Organizational-Meeting-of-the-Board-of-Directors_25-June-2021.pdf</a></p> <p>Part III, Item 9 of SEC 17-A for 2021 posted at <a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a></p>	<p>Please note, however, that while all the members are non-executive directors and that the chairman of the committee is an independent director, the majority is not independent because there are only two independent directors and the committee has five members.</p> <p>The over-all principle is still being achieved by the directors' freedom and ability to give insights and inputs to further improve the Company's performance.</p>
<p>3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.</p>	<p>Compliant</p>	<p><a href="https://vitarich.com/corporate-governance/board-committee/">https://vitarich.com/corporate-governance/board-committee/</a></p> <p><a href="https://vitarich.com/wp-content/uploads/2021/06/VITARICH-CORPORATION_SEC-FORM-17-C-Results-of-2021-AGM-and-Organizational-Meeting-of-the-Board-of-Directors_25-June-2021.pdf">https://vitarich.com/wp-content/uploads/2021/06/VITARICH-CORPORATION_SEC-FORM-17-C-Results-of-2021-AGM-and-Organizational-Meeting-of-the-Board-of-Directors_25-June-2021.pdf</a></p>	
<p>4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.</p>	<p>Compliant</p>	<p><a href="https://vitarich.com/corporate-governance/board-committee/">https://vitarich.com/corporate-governance/board-committee/</a></p> <p><a href="https://vitarich.com/wp-content/uploads/2021/06/VITARICH-CORPORATION_SEC-FORM-17-C-Results-of-2021-AGM-and-Organizational-Meeting-of-the-Board-of-Directors_25-June-2021.pdf">https://vitarich.com/wp-content/uploads/2021/06/VITARICH-CORPORATION_SEC-FORM-17-C-Results-of-2021-AGM-and-Organizational-Meeting-of-the-Board-of-Directors_25-June-2021.pdf</a></p> <p>Part III, Item 9 of SEC 17-A for 2021</p>	

		posted at <a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a>	
<b>Recommendation 3.5</b>			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	Compliant	<a href="https://vitarich.com/corporate-governance/board-committee/">https://vitarich.com/corporate-governance/board-committee/</a>  <a href="https://vitarich.com/wp-content/uploads/2021/06/VITARICH-CORPORATION_SEC-FORM-17-C-Results-of-2021-AGM-and-Organizational-Meeting-of-the-Board-of-Directors_25-June-2021.pdf">https://vitarich.com/wp-content/uploads/2021/06/VITARICH-CORPORATION_SEC-FORM-17-C-Results-of-2021-AGM-and-Organizational-Meeting-of-the-Board-of-Directors_25-June-2021.pdf</a>	
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	Compliant	<a href="https://vitarich.com/corporate-governance/board-committee/">https://vitarich.com/corporate-governance/board-committee/</a>  <a href="https://vitarich.com/wp-content/uploads/2021/06/VITARICH-CORPORATION_SEC-FORM-17-C-Results-of-2021-AGM-and-Organizational-Meeting-of-the-Board-of-Directors_25-June-2021.pdf">https://vitarich.com/wp-content/uploads/2021/06/VITARICH-CORPORATION_SEC-FORM-17-C-Results-of-2021-AGM-and-Organizational-Meeting-of-the-Board-of-Directors_25-June-2021.pdf</a>  Part III, Item 9 of SEC 17-A for 2021 posted at <a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a>	
<b>Recommendation 3.6</b>			

<p>1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.</p>	<p>Compliant</p>	<p><a href="https://vitarich.com/corporate-governance/board-committee/">https://vitarich.com/corporate-governance/board-committee/</a></p> <p>Part III C.3. of the Amended Manual on Corporate Governance posted at <a href="https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf</a></p> <p>Please note that the recommended contents of the Board Charter are in the above-mentioned pages of the Amended Manual on Corporate Governance and per phone verification with SEC's Ms. Sheila Pañares last 09 May 2018, the Company need not have a separate Board Charter in order to be compliant with the recommendation IF the contents of the Board Charter are already in the Amended Manual on Corporate Governance.</p>	
<p>2. Committee Charters provide standards for evaluating the performance of the Committees.</p>	<p>Non-Compliant</p>		<p>The Code of Corporate Governance for PLCs did not provide for standards or parameters for evaluating performance of the Committees.</p> <p>However, while there is no standards indicated in the committee charters, the Board evaluates the performance of the Committees by looking into and assessing the attendance of the members in the meetings, participation of the members in the discussions, the resolutions/decisions that each committee make, the frequency of</p>

		<p>the meetings, as well as the benefits derived by the Company from each committee's decisions/resolutions.</p> <p>The over-all principle is still being achieved by having regular committee meetings and adhering strictly to the functions set forth for each committee in the Amended Manual on Corporate Governance.</p>
3. Committee Charters were fully disclosed on the company's website.	Compliant	<p><a href="https://vitarich.com/corporate-governance/board-committee/">https://vitarich.com/corporate-governance/board-committee/</a></p> <p>Part III C.3. of the Amended Manual on Corporate Governance posted at <a href="https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf</a></p>
<p><b>Principle 4:</b> To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.</p>		
<p><b>Recommendation 4.1</b></p>		
1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	Compliant	<p>Part III, B.4 of the Amended Manual on Corporate Governance (<a href="https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf</a>)</p> <p>For the year 2021, all directors were present during the regular meetings of the Board of Directors held on 19 January 2021, 16 February 2021, 19 March 2021, 16 April 2021, 17 May</p>

		<p>2021, 25 June 2021, 21 July 2021, and 16 December 2021 as well as during the special meetings of the Board of Directors on 12 April 2021, 27 October 2021, and 08 November 2021. All directors were also present during the organizational meeting of the Board on 25 June 2021.</p> <p>For the regular and/or special meetings of the Board of Directors held on the following dates, 10 out of 11 or 8 out of 9 directors, respectively, were present:</p> <p>29 April 2021  13 August 2021  20 August 2021  17 September 2021  15 October 2021  19 November 2021  03 December 2021</p> <p>As regards the attendance of the directors during the Annual General Meeting of the Stockholders held on 25 June 2021, please see <a href="https://vitarich.com/wp-content/uploads/2021/06/FINAL-DRAFT-of-VC-Minutes_AGM-25-June-2021.pdf">https://vitarich.com/wp-content/uploads/2021/06/FINAL-DRAFT-of-VC-Minutes_AGM-25-June-2021.pdf</a></p>	
<p>2. The directors review meeting materials for all Board and Committee meetings.</p>	<p>Compliant</p>	<p>The Minutes of previously held meetings are sent to the directors by e-mail at least 3 to 5 days before the scheduled meeting for them to review the same.</p>	

		Please see <b>Annex "A"</b> .	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	The background, nature, and purpose of every resolution is sent to the Board at least 3 to 5 days prior to the meeting. Before and during the meeting, the directors, prior to approving a particular resolution, asks more details from the proponent as to the purpose or consequences/effects of the resolution if necessary. However, the company cannot attach the Minutes of any of its meetings in view of confidential matters, like sales strategies and/or trade secrets, discussed during the meetings.	
<b>Recommendation 4.2</b>			
1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.	Compliant	Amended Manual on Corporate Governance posted at <a href="https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf</a>  Part III, Item 9 of SEC 17-A for 2021 ( <a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a> )	
<b>Recommendation 4.3</b>			
1. The directors notify the company's board before accepting a directorship in another company.	Compliant	Item III, B.4. of the Amended Manual on Corporate Governance posted at <a href="https://vitarich.com/wp-">https://vitarich.com/wp-</a>	

		content/uploads/2020/09/amendementmanualoncorporategovernance2017.pdf	
<b>Optional: Principle 4</b>			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	Compliant	Part III, Item 9 of SEC 17-A for 2021 ( <a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a> )	
2. Company schedules board of directors' meetings before the start of the financial year.			
3. Board of directors meet at least six times during the year.	Compliant	<p>The Board of Directors held twelve (12) regular meetings, one (1) organizational meeting, and six (6) special meetings for the year 2021. The dates of the meetings were as follows:</p> <ol style="list-style-type: none"> <li>1. 19 January 2021</li> <li>2. 16 February 2021</li> <li>3. 19 March 2021</li> <li>4. 12 April 2021 (special)</li> <li>5. 16 April 2021</li> <li>6. 29 April 2021 (special)</li> <li>7. 17 May 2021</li> <li>8. 25 June 2021</li> <li>9. 25 June 2021 (organizational)</li> <li>10. 21 July 2021</li> <li>11. 13 August 2021 (special)</li> <li>12. 20 August 2021</li> </ol>	

		<p>13. 17 September 2021  14. 15 October 2021  15. 27 October 2021 (special)  16. 08 November 2021 (special)  17. 19 November 2021  18. 03 December 2021 (special)  19. 16 December 2021</p> <p>Please see Definitive Information Statement for 2021 and Preliminary Information Statement for 2022 regarding the resolutions approved by the Board in its various meetings from January 2020 up to December 2020 (<a href="https://vitarich.com/wp-content/uploads/2021/05/2021.05.27-Definitive-Information-Statement-2021-final.pdf">https://vitarich.com/wp-content/uploads/2021/05/2021.05.27-Definitive-Information-Statement-2021-final.pdf</a>; <a href="https://vitarich.com/wp-content/uploads/2022/05/2022.05.16-SEC-20-IS-Preliminary-Information-Statement-2022-compressed_compressed.pdf">https://vitarich.com/wp-content/uploads/2022/05/2022.05.16-SEC-20-IS-Preliminary-Information-Statement-2022-compressed_compressed.pdf</a>)</p>	
5. Company requires as minimum quorum of at least 2/3 for board decisions.		Indicate the required minimum quorum for board decisions	

**Principle 5:** The board should endeavor to exercise an objective and independent judgment on all corporate affairs

**Recommendation 5.1**

<p>1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.</p>	<p>Non-Compliant</p>		<p>Out of the nine (9) directors, only two (2) are independent.</p> <p>While this is lower than 1/3 of the Board, this is compliant with Section 22 of the Revised Corporation Code of the Philippines, requiring that independent directors comprise 20% of the Board's membership.</p> <p>The independence of the Board is still achieved because each director acts independently from each other. Each director participates in each and every discussion and gives his/her insights and even dissents on a particular matter. Each director is able to objectively perform his/her functions as a director. Moreover, all non-executive directors are treated and act as independent directors even if they are not labeled as "independent director".</p>
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**Recommendation 5.2**

<p>1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.</p>	<p>Compliant</p>	<p>Definitive Information Statement for 2021 posted at <a href="https://vitarich.com/wp-content/uploads/2021/05/2021.05.27-Definitive-Information-Statement-2021-final.pdf">https://vitarich.com/wp-content/uploads/2021/05/2021.05.27-Definitive-Information-Statement-2021-final.pdf</a></p> <p>Part 3 Item 9 of SEC Form 17-A for 2021 posted at <a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a></p>	
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**Supplement to Recommendation 5.2**

<p>1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.</p>	<p>Compliant</p>	<p>Part VI of the Amended Manual on Corporate Governance posted at <a href="https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf</a></p> <p>Please also see the Company's Amended By-Laws at <a href="https://vitarich.com/wp-content/uploads/2021/04/VITARICH-CORPORATION_AMENDED-BY-LAWS_28-APRIL-2021-.pdf">https://vitarich.com/wp-content/uploads/2021/04/VITARICH-CORPORATION_AMENDED-BY-LAWS_28-APRIL-2021-.pdf</a></p>	
<p><b>Recommendation 5.3</b></p>			
<p>1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).</p>	<p>Compliant</p>	<p>2021 Definitive Information Statement and 2022 Preliminary Information Statement (<a href="https://vitarich.com/wp-content/uploads/2021/05/2021.05.27-Definitive-Information-Statement-2021-final.pdf">https://vitarich.com/wp-content/uploads/2021/05/2021.05.27-Definitive-Information-Statement-2021-final.pdf</a>; <a href="https://vitarich.com/wp-content/uploads/2022/05/2022.05.16-SEC-20-IS-Preliminary-Information-Statement-2022-compressed_compressed.pdf">https://vitarich.com/wp-content/uploads/2022/05/2022.05.16-SEC-20-IS-Preliminary-Information-Statement-2022-compressed_compressed.pdf</a>)</p>	
<p>2. The company bars an independent director from serving in such capacity after the term limit of nine years.</p>	<p>Compliant</p>	<p>Amended Manual on Corporate Governance posted at <a href="https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf</a></p>	

<p>3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.</p>	<p>Compliant</p>	<p>Amended Manual on Corporate Governance posted at <a href="https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf</a></p> <p>However, for 2021, there was no need yet to justify the re-election of the independent directors because their term of office is still within the 9-year term limit.</p>	
<p><b>Recommendation 5.4</b></p>			
<p>1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.</p>	<p>Compliant</p>	<p>Jose Vicente C. Bengzon III - Chairman of the Board Ricardo Manuel M. Sarmiento- Chief Executive Officer</p> <p><a href="https://vitarich.com/about-us/leadership/board-of-directors/">https://vitarich.com/about-us/leadership/board-of-directors/</a></p> <p>2021 GIS (<a href="https://vitarich.com/wp-content/uploads/2021/07/2021-GIS-VITARICH-CORPORATION-compressed.pdf">https://vitarich.com/wp-content/uploads/2021/07/2021-GIS-VITARICH-CORPORATION-compressed.pdf</a>)</p> <p><a href="https://vitarich.com/wp-content/uploads/2021/06/VITARICH-CORPORATION_SEC-FORM-17-C-Results-of-2021-AGM-and-Organizational-Meeting-of-the-Board-of-Directors_25-June-2021.pdf">https://vitarich.com/wp-content/uploads/2021/06/VITARICH-CORPORATION_SEC-FORM-17-C-Results-of-2021-AGM-and-Organizational-Meeting-of-the-Board-of-Directors_25-June-2021.pdf</a></p>	

2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	Amended Manual on Corporate Governance posted at <a href="https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf</a>	
<b>Recommendation 5.5</b>			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	Compliant – Chairman is not an independent director  Non-Compliant – board designates a lead director among the independent directors	2021 GIS ( <a href="https://vitarich.com/wp-content/uploads/2021/07/2021-GIS-VITARICH-CORPORATION-compressed.pdf">https://vitarich.com/wp-content/uploads/2021/07/2021-GIS-VITARICH-CORPORATION-compressed.pdf</a> )	Since there are only two independent directors, there was no necessity to designate a lead independent director.  The over-all principle is still being achieved because all independent directors have different fields of expertise – one is expert in accounting, and one is expert in marketing – thus, their opinions or inputs on different matters affecting the Company are all geared to further improving the Company.
<b>Recommendation 5.6</b>			
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	Compliant	<a href="https://vitarich.com/wp-content/uploads/2021/10/VITARICH-CORPORATION_SEC-FORM-17-C-APPROVAL-OF-MOU_27-OCTOBER-2021.pdf">https://vitarich.com/wp-content/uploads/2021/10/VITARICH-CORPORATION_SEC-FORM-17-C-APPROVAL-OF-MOU_27-OCTOBER-2021.pdf</a>  <a href="https://vitarich.com/wp-content/uploads/2021/12/VITARICH-CORPORATION_SEC-17-C-Acquisition-of-BVC_16-DEC-2021_amended.pdf">https://vitarich.com/wp-content/uploads/2021/12/VITARICH-CORPORATION_SEC-17-C-Acquisition-of-BVC_16-DEC-2021_amended.pdf</a>	
<b>Recommendation 5.7</b>			

1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	Non-Compliant		It was unnecessary to have separate meetings outside of the committee meetings because the members of the Audit, Risk Oversight and Related Party Transactions Committee are all non-executive directors already. The alternative measure is that the members of the Audit, Risk Oversight and Related Party Transactions Committee are all non-executive directors. In addition, the committees are both chaired by independent directors.
2. The meetings are chaired by the lead independent director.	Non-Compliant		
<b>Optional: Principle 5</b>			
1. None of the directors is a former CEO of the company in the past 2 years.		Provide name/s of company CEO for the past 2 years	
<b>Principle 6:</b> The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.			
<b>Recommendation 6.1</b>			
1. Board conducts an annual self-assessment of its performance as a whole.	Compliant as to assessment  Non-Compliant as to the conduct of formal assessment.	The Board regularly assesses its performance as a whole in terms of attendance, inputs, productivity and efficiency of inputs, and efficiency of its oversight functions.	While the Board has not yet formalized its performance assessment, the Board periodically assesses its performance and the performance of the individual director and looks for means to continuously improve.  As an alternative, the Board and its directors check their attendance and participations in the discussions during meetings from time to time, the efficiency of its own processes of approval, and give, from time to time, inputs on how they can better monitor the performance of the Company,
2. The Chairman conducts a self-assessment of his performance.	Non-Compliant		
3. The individual members conduct a self-assessment of their performance.	Non-Compliant		

4. Each committee conducts a self-assessment of its performance.	Non-Compliant		management and personnel and regularly tries different means and methods of monitoring the performance of the Company, management and personnel.
5. Every three years, the assessments are supported by an external facilitator.	Non-Compliant		
<b>Recommendation 6.2</b>			
1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	Compliant as to assessment  Non-Compliant as to the conduct of formal assessment.	The Board regularly assesses its performance as a whole in terms of attendance, inputs, productivity and efficiency of inputs, and efficiency of its oversight functions.	While the Board has not yet formalized its performance assessment, the Board periodically assesses its performance and the performance of the individual director and looks for means to continuously improve.  As an alternative, the Board and its directors check their attendance and participations in the discussions during meetings from time to time, the efficiency of its own processes of approval, and give, from time to time, inputs on how they can better monitor the performance of the Company, management and personnel and regularly tries different means and methods of monitoring the performance of the Company, management and personnel.
2. The system allows for a feedback mechanism from the shareholders.	Non-Compliant		
<b>Principle 7:</b> Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
<b>Recommendation 7.1</b>			
1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	Compliant	<a href="https://vitarich.com/wp-content/uploads/2020/09/vitarichcorporationscodeofbusinessandethics.pdf">https://vitarich.com/wp-content/uploads/2020/09/vitarichcorporationscodeofbusinessandethics.pdf</a>	

2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	The Code was disseminated to the directors through orientation right after election as member of the Board of Directors and updates during board meetings. As regards senior management and employees, the same were disseminated through pre-employment orientation.	
3. The Code is disclosed and made available to the public through the company website.	Compliant	<a href="https://vitarich.com/wp-content/uploads/2020/09/vitarichcorporationscodeofbusinessandethics.pdf">https://vitarich.com/wp-content/uploads/2020/09/vitarichcorporationscodeofbusinessandethics.pdf</a>	
<b>Supplement to Recommendation 7.1</b>			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Compliant	<a href="https://vitarich.com/wp-content/uploads/2020/09/vitarichcorporationscodeofbusinessandethics.pdf">https://vitarich.com/wp-content/uploads/2020/09/vitarichcorporationscodeofbusinessandethics.pdf</a>  <a href="https://vitarich.com/wp-content/uploads/2021/12/WHISTLE-BLOWING-POLICY_16-DEC-2021.pdf">https://vitarich.com/wp-content/uploads/2021/12/WHISTLE-BLOWING-POLICY_16-DEC-2021.pdf</a>	
<b>Recommendation 7.2</b>			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	Everyone is required to comply. The Company ensures strict implementation of rules and regulations pertaining to violations of	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant	any provisions of any code of business conduct and ethics. The different department heads as well as the Internal Auditor report to the Board regularly in order for the Board to monitor compliance with company's internal policies.	

## Disclosure and Transparency

**Principle 8:** The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.

### Recommendation 8.1

<p>1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.</p>	<p>Compliant</p>	<p><a href="https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf</a></p> <p><a href="https://vitarich.com/wp-content/uploads/2021/08/VITARICH-CORPORATION_SEC-FORM-17-C_20-AUG-2021-Appointment-of-Onward-IR-as-Investor-Relations-Consultant-and-Creation-of-a-Disclosure-Committee-and-Market-Disclosure-and-Communicatio.pdf">https://vitarich.com/wp-content/uploads/2021/08/VITARICH-CORPORATION_SEC-FORM-17-C_20-AUG-2021-Appointment-of-Onward-IR-as-Investor-Relations-Consultant-and-Creation-of-a-Disclosure-Committee-and-Market-Disclosure-and-Communicatio.pdf</a></p> <p><a href="https://vitarich.com/company-disclosure/sec-filings/">https://vitarich.com/company-disclosure/sec-filings/</a></p> <p><a href="https://vitarich.com/company-disclosure/notice-of-annual-special-stockholders-meetings/">https://vitarich.com/company-disclosure/notice-of-annual-special-stockholders-meetings/</a></p> <p><a href="https://vitarich.com/company-disclosure/minutes-of-general-special-stockholders-meetings/">https://vitarich.com/company-disclosure/minutes-of-general-special-stockholders-meetings/</a></p> <p><a href="https://vitarich.com/company-disclosure/other-disclosures-to-sec-pse-and-other-pertinent-agencies/">https://vitarich.com/company-disclosure/other-disclosures-to-sec-pse-and-other-pertinent-agencies/</a></p> <p><a href="https://vitarich.com/wp-content/uploads/2020/09/vitarichcorporationinsidertradingpolicy.pdf">https://vitarich.com/wp-content/uploads/2020/09/vitarichcorporationinsidertradingpolicy.pdf</a></p>	
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<b>Supplement to Recommendations 8.1</b>			
1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.	Non-Compliant as to Annual Report  Compliant as to Quarterly Report	Quarterly reports containing interim financial statements are published within 45 days from end of reporting period or within the requested period of extension, which is usually 5 days.  <a href="https://vitarich.com/company-disclosure/sec-filings/sec-form-17-q-quarterly-report/">https://vitarich.com/company-disclosure/sec-filings/sec-form-17-q-quarterly-report/</a>	As regards the Annual Report containing the consolidated financial statements, the same is usually published more than 90 days from end of reporting period because the company has 105 days from end of fiscal/calendar year to submit the same.  <a href="https://vitarich.com/company-disclosure/sec-filings/sec-form-17-a-annual-report/">https://vitarich.com/company-disclosure/sec-filings/sec-form-17-a-annual-report/</a>
2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.	Compliant	Please see SEC Form 17-A for the year 2021 posted at <a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a>	
<b>Recommendation 8.2</b>			
1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	Please see the Amended Manual on Corporate Governance posted at <a href="https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf</a>	
2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	Please also see the Insider Trading Policy at <a href="https://vitarich.com/wp-content/uploads/2020/09/vitarichcorporationinsidertradingpolicy.pdf">https://vitarich.com/wp-content/uploads/2020/09/vitarichcorporationinsidertradingpolicy.pdf</a>  <a href="https://vitarich.com/wp-content/uploads/2021/08/VITARICH-">https://vitarich.com/wp-content/uploads/2021/08/VITARICH-</a>	

		CORPORATION_SEC-FORM-17-C_20-AUG-2021-Appointment-of-Onward-IR-as-Investor-Relations-Consultant-and-Creation-of-a-Disclosure-Committee-and-Market-Disclosure-and-Communicatio.pdf	
<b>Supplement to Recommendation 8.2</b>			
<p>1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).</p>	Compliant	<p>Amended Manual on Corporate Governance posted at <a href="https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf</a></p> <p>Insider Trading Policy disclosed at <a href="https://vitarich.com/wp-content/uploads/2020/09/vitarichcorporationinsidertradingpolicy.pdf">https://vitarich.com/wp-content/uploads/2020/09/vitarichcorporationinsidertradingpolicy.pdf</a></p> <p>SEC Form 17-A for 2021 posted at <a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a></p> <p>Please also see SEC Forms 23-A/23-B (<a href="https://vitarich.com/company-disclosure/sec-filings/sec-form-23-a-b-statement-of-beneficial-ownership/">https://vitarich.com/company-disclosure/sec-filings/sec-form-23-a-b-statement-of-beneficial-ownership/</a>)</p> <p><a href="https://vitarich.com/company-disclosure/other-disclosures-to-sec-pse-and-other-pertinent-agencies/list-of-top-100-stockholders/">https://vitarich.com/company-disclosure/other-disclosures-to-sec-pse-and-other-pertinent-agencies/list-of-top-100-stockholders/</a></p>	

<b>Recommendation 8.3</b>			
1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	<p>Please refer to SEC Form 17-A for 2021 posted at <a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a></p> <p>Please also see 2021 Definitive Information Statement at <a href="https://vitarich.com/wp-content/uploads/2021/05/2021.05.27-Definitive-Information-Statement-2021-final.pdf">https://vitarich.com/wp-content/uploads/2021/05/2021.05.27-Definitive-Information-Statement-2021-final.pdf</a></p>	
2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	<p>Please refer to SEC Form 17-A for 2021 posted at <a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a></p> <p>Please also see 2021 Definitive Information Statement at <a href="https://vitarich.com/wp-content/uploads/2021/05/2021.05.27-Definitive-Information-Statement-2021-final.pdf">https://vitarich.com/wp-content/uploads/2021/05/2021.05.27-Definitive-Information-Statement-2021-final.pdf</a></p>	
<b>Recommendation 8.4</b>			
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	Compliant	Amended Manual on Corporate Governance ( <a href="https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf</a> )	

		<p>Section 12, Article II of the Amended By-Laws (<a href="https://vitarich.com/wp-content/uploads/2021/04/VITARICH-CORPORATION_AMENDED-BY-LAWS_28-APRIL-2021-.pdf">https://vitarich.com/wp-content/uploads/2021/04/VITARICH-CORPORATION_AMENDED-BY-LAWS_28-APRIL-2021-.pdf</a>)</p> <p>SEC Form 17-A for 2021 posted at <a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a></p>	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Compliant	<p>Amended Manual on Corporate Governance posted at <a href="https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf</a></p> <p>See also SEC Form 17-A for 2021 posted at <a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a></p>	
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Compliant	SEC Form 17-A for 2021 ( <a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a> )	

**Recommendation 8.5**

<p>1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.</p>	<p>Compliant</p>	<p>Amended Manual on Corporate Governance posted at <a href="https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf</a></p> <p>Please also see Material Related Transactions Policy of Vitarich at <a href="https://vitarich.com/wp-content/uploads/2020/09/materialrelatedpartytransactionsolicy.pdf">https://vitarich.com/wp-content/uploads/2020/09/materialrelatedpartytransactionsolicy.pdf</a></p>	
<p>2. Company discloses material or significant RPTs reviewed and approved during the year.</p>	<p>Compliant</p>	<p>Please note that for the year 2021, the company had no material RPT.</p> <p>For non-material RPTs, the same were disclosed in the SEC Form 17-A for 2021 posted at <a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a></p>	
<p><b>Supplement to Recommendation 8.5</b></p>			
<p>1. Company requires directors to disclose their interests in transactions or any other conflict of interests.</p>	<p>Compliant</p>	<p>See Amended Manual on Corporate Governance at <a href="https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf</a></p> <p>See also Material Related Party Transactions Policy at <a href="https://vitarich.com/wp-content/uploads/2020/09/materialr">https://vitarich.com/wp-content/uploads/2020/09/materialr</a></p>	

		<p>elatedpartytransactionsolicy.pdf</p> <p><a href="https://vitarich.com/wp-content/uploads/2021/10/VITARICH-CORPORATION_SEC-FORM-17-C-APPROVAL-OF-MOU_27-OCTOBER-2021.pdf">https://vitarich.com/wp-content/uploads/2021/10/VITARICH-CORPORATION_SEC-FORM-17-C-APPROVAL-OF-MOU_27-OCTOBER-2021.pdf</a></p> <p><a href="https://vitarich.com/wp-content/uploads/2021/12/VITARICH-CORPORATION_SEC-17-C-Acquisition-of-BVC_16-DEC-2021_amended.pdf">https://vitarich.com/wp-content/uploads/2021/12/VITARICH-CORPORATION_SEC-17-C-Acquisition-of-BVC_16-DEC-2021_amended.pdf</a></p>	
<b>Optional : Recommendation 8.5</b>			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.		Provide link or reference where this is disclosed, if any	
<b>Recommendation 8.6</b>			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	Compliant	<p>Please see Amended Manual on Corporate Governance posted at <a href="https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf</a></p> <p>Please also see <a href="https://vitarich.com/company-disclosure/sec-filings/sec-form-17-c-current-report/">https://vitarich.com/company-disclosure/sec-filings/sec-form-17-c-current-report/</a></p>	

<p>2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.</p>	<p>Compliant</p>	<p>See Material Related Party Transactions Policy at <a href="https://vitarich.com/wp-content/uploads/2020/09/materialrelatedpartytransactionsolicy.pdf">https://vitarich.com/wp-content/uploads/2020/09/materialrelatedpartytransactionsolicy.pdf</a></p> <p>For the year 2021, there is no material related party transaction relative to the assets of the company.</p> <p><a href="https://vitarich.com/wp-content/uploads/2021/12/VITARICH-CORPORATION_SEC-17-C-Acquisition-of-BVC_16-DEC-2021_amended.pdf">https://vitarich.com/wp-content/uploads/2021/12/VITARICH-CORPORATION_SEC-17-C-Acquisition-of-BVC_16-DEC-2021_amended.pdf</a></p>	
<p><b>Supplement to Recommendation 8.6</b></p>			
<p>1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.</p>	<p>Compliant</p>	<p>Please see SEC Form 17-A for 2021 posted at <a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a></p>	
<p><b>Recommendation 8.7</b></p>			
<p>1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).</p>	<p>Compliant</p>	<p>Please see Vitarich's Amended Manual on Corporate Governance posted at <a href="https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf</a></p>	
<p>2. Company's MCG is submitted to the SEC and PSE.</p>	<p>Compliant</p>		
<p>3. Company's MCG is posted on its company website.</p>	<p>Compliant</p>		

<b>Supplement to Recommendation 8.7</b>			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Compliant	Please see attached copy of the Amended Manual on Corporate Governance with stamped received by SEC and PSE ( <b>Annex "J"</b> )	
<b>Optional: Principle 8</b>			
1. Does the company's Annual Report disclose the following information:		Provide link or reference to the company's Annual Report containing the said information.	
a. Corporate Objectives			
b. Financial performance indicators			
c. Non-financial performance indicators			
d. Dividend Policy			
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors			
f. Attendance details of each director in all directors meetings held during the year			
g. Total remuneration of each member of the board of directors			
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.		Provide link or reference to where this is contained in the Annual Report	

3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.		Provide link or reference to where this is contained in the Annual Report	
4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.		Provide link or reference to where this is contained in the Annual Report	
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).		Provide link or reference to where these are contained in the Annual Report	

**Principle 9:** The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.

**Recommendation 9.1**

1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	Compliant	<p>Please see Amended Manual on Corporate Governance at <a href="https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf</a></p> <p>See also SEC Form 17-A for 2021 (<a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a>)</p>	
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<p>2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.</p>	<p>Compliant</p>	<p>During the Annual General Meeting of the Stockholders held on 25 June 2021, 74.08% of the stockholders ratified the appointment of the external auditor. See <a href="https://vitarich.com/wp-content/uploads/2021/06/FINAL-DRAFT-of-VC-Minutes_AGM-25-June-2021.pdf">https://vitarich.com/wp-content/uploads/2021/06/FINAL-DRAFT-of-VC-Minutes_AGM-25-June-2021.pdf</a></p>	
<p>3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.</p>	<p>Compliant</p>	<p>While there is an existing policy to this effect (please see Amended Manual on Corporate Governance, <a href="https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf</a>), the Company need not disclose any removal of external auditor for the year 2021 because the external auditor that was appointed during the Annual General Meeting held on 25 June 2021 was the same external auditor appointed during the Annual General Meeting held on 28 August 2020. See <a href="https://vitarich.com/wp-content/uploads/2021/06/VITARICH-CORPORATION_SEC-FORM-17-C-Results-of-2021-AGM-and-Organizational-Meeting-of-the-Board-of-Directors_25-June-2021.pdf">https://vitarich.com/wp-content/uploads/2021/06/VITARICH-CORPORATION_SEC-FORM-17-C-Results-of-2021-AGM-and-Organizational-Meeting-of-the-Board-of-Directors_25-June-2021.pdf</a> and <a href="https://vitarich.com/wp-content/uploads/2020/09/vitarichcorporation17-cresultsofagmandorganizationalmeeting28aug2020.pdf">https://vitarich.com/wp-content/uploads/2020/09/vitarichcorporation17-cresultsofagmandorganizationalmeeting28aug2020.pdf</a></p>	

Supplement to Recommendation 9.1			
<p>1. Company has a policy of rotating the lead audit partner every five years.</p>	<p>Compliant</p>	<p>While there is no more written policy as regards the rotation of the lead audit partner because the Code of Corporate Governance for PLCs no longer required this, the Company still complied with this because of the 7-year rotation requirement under the Revised SRC Rule 68, paragraph 3(b)(iv). Since this is also an SEC regulation, it is deemed written into the Amended Manual on Corporate Governance.</p> <p>Please see SEC Form 17-A for 2021 posted at <a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a></p>	
Recommendation 9.2			
<p>1. Audit Committee Charter includes the Audit Committee's responsibility on:</p> <ul style="list-style-type: none"> <li>i. assessing the integrity and independence of external auditors;</li> <li>ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and</li> <li>iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.</li> </ul>	<p>Compliant</p>	<p>Please see Amended Manual on Corporate Governance posted at <a href="https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf</a></p> <p>Please also see SEC Form 17-A for 2021 posted at <a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a></p> <p><a href="https://vitarich.com/corporate-">https://vitarich.com/corporate-</a></p>	

2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	Compliant	governance/board-committee/	
<b>Supplement to Recommendations 9.2</b>			
1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.	Compliant	Please see Amended Manual on Corporate Governance ( <a href="https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf</a> )	
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant	SEC Form 17-A for 2021 posted at <a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a>  <a href="https://vitarich.com/corporate-governance/board-committee/">https://vitarich.com/corporate-governance/board-committee/</a>	
<b>Recommendation 9.3</b>			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	Compliant	See disclosure on External Audit Fees and Services in SEC Form 17-A for 2021 ( <a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a> )	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	Compliant	SEC Form 17-A for 2021 posted at <a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a>  Please see also Amended Manual on	

		Corporate Governance ( <a href="https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf</a> )	
<b>Supplement to Recommendation 9.3</b>			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	See disclosures on SEC Form 17-A for 2021 on External Audit Fees and Services ( <a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a> )	
<b>Additional Recommendation to Principle 9</b>			
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	<p>The Company's External Auditor's details are as follows:</p> <ol style="list-style-type: none"> <li>1. Name of the audit engagement partner – Mr. Erwin A. Paigma;</li> <li>2. Accreditation number – 118576-SEC (Group A);</li> <li>3. Date Accredited – 18 November 2021;</li> <li>4. Expiry date of accreditation – 17 November 2025; and</li> <li>5. Name, address, contact number of the audit firm – SyCip Gorres Velayo &amp; Co. / 6760 Ayala Ave., Makati City/ 891-0307</li> </ol> <p>See Consolidated Audited Financial Statements as attached to the Annual</p>	

		Report ( <a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a> )	
2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).	Compliant	SyCip Gorres Velayo & Co. was subjected to SOAR, which is held every 3 years, last November 12 to 23, 2018. Thus, the same is valid until 2021.	

**Principle 10:** The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.

**Recommendation 10.1**

1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	Compliant	<p>Item IV, C of the Amended Manual on Corporate Governance posted at <a href="https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf</a></p> <p>SEC Form 17-A for 2021 (<a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a>)</p> <p>Please see the Company's 2021 Sustainability Report as attached to and submitted together with the Annual Report (<a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a>)</p>	
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<p>2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.</p>	<p>Compliant</p>	<p>The Company adopted the SEC's framework for PLCs as the same was based on several globally recognized standard/framework in sustainability reporting.</p> <p>Please see the Company's 2021 Sustainability Report as attached to and submitted together with the Annual Report (<a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a>)</p>	
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**Principle 11:** The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.

**Recommendation 11.1**

<p>1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.</p>	<p>Non-Compliant</p>		<p>The Company encourages active dialogue with its shareholders and stakeholders as well as strives to maintain effective communication with them through:</p> <ul style="list-style-type: none"> <li>• Regulatory reporting and continuous disclosures</li> <li>• Investor communications</li> <li>• Investor marketing and outreach</li> </ul> <p>As yet, the Company has not conducted media and analyst briefings.</p> <p>As an alternative measure, its senior executives including the CEO and the CFO have met with 35 buy-side and sell-side analysts since the appointment of OnwardIR as investor relations consultant in the second half of the year. The meetings introduced</p>
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			<p>the Company to institutional investors, high net worth individuals, and trading participants of the exchange. They were conducted virtually through Zoom, a video conferencing platform. Presentation materials used in the meetings are posted on the Company's website. <a href="https://vitarich.com/investor-relations/">https://vitarich.com/investor-relations/</a></p> <p>The Company has also worked closely with members of the media through e-mails and phone calls to help deliver the Company's disclosures to a wider audience.</p> <p>Throughout the year, the Company made all public, material, and relevant information available to the investing public through the following channels:</p> <p>PSE Edge <a href="https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=28">https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=28</a>)</p> <p>Website <a href="https://vitarich.com">https://vitarich.com</a></p> <p>Quarterly reports <a href="https://vitarich.com/company-disclosure/sec-filings/sec-form-17-q-quarterly-report/">https://vitarich.com/company-disclosure/sec-filings/sec-form-17-q-quarterly-report/</a></p> <p>Current reports <a href="https://vitarich.com/company-disclosure/sec-filings/sec-form-17-c-current-report/">https://vitarich.com/company-disclosure/sec-filings/sec-form-17-c-current-report/</a></p> <p>I-ACGR</p>
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			<a href="https://vitarich.com/corporate-governance/annual-corporate-governance-report-acgr/">https://vitarich.com/corporate-governance/annual-corporate-governance-report-acgr/</a>
<b>Supplemental to Principle 11</b>			
1. Company has a website disclosing up-to-date information on the following:	Compliant	<a href="https://vitarich.com/">https://vitarich.com/</a>	
a. Financial statements/reports (latest quarterly)	Compliant	<p>See the Consolidated Audited Financial Statement and Parent Audited Financial Statement attached to the SEC 17-A for 2021 posted at <a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a></p> <p>See also SEC 17-Q on quarterly reports for 2021 posted at <a href="https://vitarich.com/company-disclosure/sec-filings/sec-form-17-q-quarterly-report/">https://vitarich.com/company-disclosure/sec-filings/sec-form-17-q-quarterly-report/</a></p> <p>Other forms of financial statements are posted at <a href="https://vitarich.com/company-disclosure/other-disclosures-to-sec-pse-and-other-pertinent-agencies/general-form-for-financial-statements/">https://vitarich.com/company-disclosure/other-disclosures-to-sec-pse-and-other-pertinent-agencies/general-form-for-financial-statements/</a></p>	
b. Materials provided in briefings to analysts and media	Non-Compliant		<p>As mentioned above, The Company encourages active dialogue with its shareholders and stakeholders as well as strives to maintain effective communication with them through:</p> <ul style="list-style-type: none"> <li>• Regulatory reporting and continuous disclosures</li> <li>• Investor communications</li> </ul>

		<ul style="list-style-type: none"> <li>• Investor marketing and outreach</li> </ul> <p>As yet, the Company has not conducted media and analyst briefings.</p> <p>As an alternative measure, its senior executives including the CEO and the CFO have met with 35 buy-side and sell-side analysts since the appointment of OnwardIR as investor relations consultant in the second half of the year. The meetings introduced the Company to institutional investors, high net worth individuals, and trading participants of the exchange. They were conducted virtually through Zoom, a video conferencing platform. Presentation materials used in the meetings are posted on the Company's website. <a href="https://vitarich.com/investor-relations/">https://vitarich.com/investor-relations/</a></p> <p>The Company has also worked closely with members of the media through e-mails and phone calls to help deliver the Company's disclosures to a wider audience.</p> <p>Throughout the year, the Company made all public, material, and relevant information available to the investing public through the following channels:</p> <p>PSE Edge  <a href="https://edge.pse.com.ph/companyDisclosures/form.do?cmpr_id=28">https://edge.pse.com.ph/companyDisclosures/form.do?cmpr_id=28</a>)</p> <p>Website  <a href="https://vitarich.com">https://vitarich.com</a></p>
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		<p>Quarterly reports  <a href="https://vitarich.com/company-disclosure/sec-filings/sec-form-17-q-quarterly-report/">https://vitarich.com/company-disclosure/sec-filings/sec-form-17-q-quarterly-report/</a></p> <p>Current reports  <a href="https://vitarich.com/company-disclosure/sec-filings/sec-form-17-c-current-report/">https://vitarich.com/company-disclosure/sec-filings/sec-form-17-c-current-report/</a></p> <p>I-ACGR  <a href="https://vitarich.com/corporate-governance/annual-corporate-governance-report-acgr/">https://vitarich.com/corporate-governance/annual-corporate-governance-report-acgr/</a></p>
c. Downloadable annual report	Compliant	<a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a>
d. Notice of ASM and/or SSM	Compliant	<a href="https://vitarich.com/company-disclosure/notice-of-annual-special-stockholders-meetings/">https://vitarich.com/company-disclosure/notice-of-annual-special-stockholders-meetings/</a>
e. Minutes of ASM and/or SSM	Compliant	<a href="https://vitarich.com/company-disclosure/minutes-of-general-special-stockholders-meetings/">https://vitarich.com/company-disclosure/minutes-of-general-special-stockholders-meetings/</a>
f. Company's Articles of Incorporation and By-Laws	Compliant	<p><a href="https://vitarich.com/wp-content/uploads/2021/04/AMENDED-ARTICLES-OF-INCORPORATION_28-APRIL-2021-.pdf">https://vitarich.com/wp-content/uploads/2021/04/AMENDED-ARTICLES-OF-INCORPORATION_28-APRIL-2021-.pdf</a></p> <p><a href="https://vitarich.com/wp-content/uploads/2021/04/VITARICH-CORPORATION_AMENDED-BY-LAWS_28-APRIL-2021-.pdf">https://vitarich.com/wp-content/uploads/2021/04/VITARICH-CORPORATION_AMENDED-BY-LAWS_28-APRIL-2021-.pdf</a></p>

**Additional Recommendation to Principle 11**

1. Company complies with SEC-prescribed website template.	Compliant	<a href="https://vitarich.com">https://vitarich.com</a>	
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**Internal Control System and Risk Management Framework**

**Principle 12:** To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.

**Recommendation 12.1**

1. Company has an adequate and effective internal control system in the conduct of its business.	Compliant	<p>Internal Audit Programs/Control Systems:</p> <ul style="list-style-type: none"> <li>Inventory Management Compliance – monthly compliance review</li> <li>Production Maintenance Compliance – predetermined compliance date</li> <li>Proper Warehousing and QA process compliance – predetermined compliance date</li> <li>Farm Audit Compliance – predetermined compliance date</li> <li>AR validation for big accounts – predetermined compliance date</li> <li>Cash Count – monthly</li> <li>Review of payment requisition, petty cash voucher and cash advances – monthly</li> <li>Review of Haulers contract – yearly</li> <li>Yearend inventory audit compliance – yearly</li> <li>Risk Base Audit – as scheduled</li> <li>Policy review – as scheduled</li> </ul>	
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<p>2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.</p>	<p>Compliant</p>	<p><a href="https://vitarich.com/wp-content/uploads/2020/09/enterprise_risk_management.pdf">https://vitarich.com/wp-content/uploads/2020/09/enterprise_risk_management.pdf</a></p> <p>See SEC Form 17-A posted at <a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a></p>	
<p><b>Supplement to Recommendations 12.1</b></p>			
<p>1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.</p>	<p>Compliant</p>	<p><a href="https://vitarich.com/wp-content/uploads/2020/09/enterprise_risk_management.pdf">https://vitarich.com/wp-content/uploads/2020/09/enterprise_risk_management.pdf</a></p> <p>SEC 17-A for 2021 (<a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a>)</p> <p>Part V, Corporate Governance disclosed in <a href="https://vitarich.com/wp-content/uploads/2021/05/2021.05.27-Definitive-Information-Statement-2021-final.pdf">https://vitarich.com/wp-content/uploads/2021/05/2021.05.27-Definitive-Information-Statement-2021-final.pdf</a> and <a href="https://vitarich.com/wp-content/uploads/2022/05/2022.05.16-SEC-20-IS-Preliminary-Information-Statement-2022-compressed_compressed.pdf">https://vitarich.com/wp-content/uploads/2022/05/2022.05.16-SEC-20-IS-Preliminary-Information-Statement-2022-compressed_compressed.pdf</a></p> <p><a href="https://vitarich.com/corporate-governance/company-policies/">https://vitarich.com/corporate-governance/company-policies/</a></p> <p>See also Sustainability Report as attached to <a href="https://vitarich.com/wp-">https://vitarich.com/wp-</a></p>	

		content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf	
<b>Optional: Recommendation 12.1</b>			
1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.		Provide information on IT governance process	
<b>Recommendation 12.2</b>			
1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	Compliant	<p>Internal audit is in-house.</p> <p><a href="https://vitarich.com/wp-content/uploads/2021/06/VITARICH-CORPORATION_SEC-FORM-17-C-Results-of-2021-AGM-and-Organizational-Meeting-of-the-Board-of-Directors_25-June-2021.pdf">https://vitarich.com/wp-content/uploads/2021/06/VITARICH-CORPORATION_SEC-FORM-17-C-Results-of-2021-AGM-and-Organizational-Meeting-of-the-Board-of-Directors_25-June-2021.pdf</a></p> <p><a href="https://vitarich.com/about-us/leadership/officers/">https://vitarich.com/about-us/leadership/officers/</a></p> <p><a href="https://vitarich.com/wp-content/uploads/2020/09/internalauditcharter.pdf">https://vitarich.com/wp-content/uploads/2020/09/internalauditcharter.pdf</a></p> <p>SEC Form 17-A for 2021 (<a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a>)</p> <p>See Part V, Corporate Governance disclosed in <a 888="" 908="" 928"="" 956="" data-label="Page-Footer" href="https://vitarich.com/wp-content/uploads/2021/05/2021.05.27-&lt;/a&gt;&lt;/p&gt; &lt;/td&gt; &lt;td&gt;&lt;/td&gt; &lt;/tr&gt; &lt;/table&gt; &lt;/div&gt; &lt;div data-bbox="> <p>Page   62</p> </a></p>	

		<p>Definitive-Information-Statement-2021-final.pdf and  <a href="https://vitarich.com/wp-content/uploads/2022/05/2022.05.16-SEC-20-IS-Preliminary-Information-Statement-2022-compressed_compressed.pdf">https://vitarich.com/wp-content/uploads/2022/05/2022.05.16-SEC-20-IS-Preliminary-Information-Statement-2022-compressed_compressed.pdf</a></p>	
<b>Recommendation 12.3</b>			
<p>1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.</p>	<p>Compliant</p>	<p><a href="https://vitarich.com/wp-content/uploads/2021/06/VITARICH-CORPORATION_SEC-FORM-17-C-Results-of-2021-AGM-and-Organizational-Meeting-of-the-Board-of-Directors_25-June-2021.pdf">https://vitarich.com/wp-content/uploads/2021/06/VITARICH-CORPORATION_SEC-FORM-17-C-Results-of-2021-AGM-and-Organizational-Meeting-of-the-Board-of-Directors_25-June-2021.pdf</a>  <a href="https://vitarich.com/about-us/leadership/officers/">https://vitarich.com/about-us/leadership/officers/</a></p> <p>See profile of Chief Audit Executive as disclosed in SEC Form 17-A for 2021 (<a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a>)</p> <p>See Part V, Corporate Governance disclosed in <a href="https://vitarich.com/wp-content/uploads/2021/05/2021.05.27-Definitive-Information-Statement-2021-final.pdf">https://vitarich.com/wp-content/uploads/2021/05/2021.05.27-Definitive-Information-Statement-2021-final.pdf</a> and <a href="https://vitarich.com/wp-content/uploads/2022/05/2022.05.16-SEC-20-IS-Preliminary-Information-Statement-2022-compressed_compressed.pdf">https://vitarich.com/wp-content/uploads/2022/05/2022.05.16-SEC-20-IS-Preliminary-Information-Statement-2022-compressed_compressed.pdf</a></p>	

<p>2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.</p>	<p>Compliant</p>	<p><a href="https://vitarich.com/wp-content/uploads/2020/09/internalauditcharter.pdf">https://vitarich.com/wp-content/uploads/2020/09/internalauditcharter.pdf</a></p> <p>Duties of the CAE as disclosed in <a href="https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf</a></p>	
<p>3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.</p>			
<p><b>Recommendation 12.4</b></p>			
<p>1. Company has a separate risk management function to identify, assess and monitor key risk exposures.</p>	<p>Non-Compliant</p>		<p>While the Company's Amended Manual on Corporate Governance provided that the Company may establish a separate risk management function (please see <a href="https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf</a>), per the Company's assessment, it need not establish yet a separate risk management office in 2021.</p> <p>As an alternative, risks are managed, monitored and reviewed primarily by Vitarich's internal auditor and the Audit, Risk Oversight and Related Party Transactions Committee.</p> <p>The Chief Audit Executive reports on a quarterly basis the results of the quarterly</p>

			audit conducted.
<b>Supplement to Recommendation 12.4</b>			
1. Company seeks external technical support in risk management when such competence is not available internally.	Compliant	As mentioned above, risks are managed, monitored and reviewed primarily by Vitarich's internal auditor and the Audit, Risk Oversight and Related Party Transactions Committee.  The Chief Audit Executive reports on a quarterly basis the results of the quarterly audit conducted.	
<b>Recommendation 12.5</b>			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	Non-Compliant		While the Company's Amended Manual on Corporate Governance provided that the Company may establish a separate risk management function (please see <a href="https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf</a> ), per the Company's assessment, it need not establish yet a separate risk management office in 2020.
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Non-Compliant		As an alternative, risks are managed, monitored and reviewed primarily by Vitarich's internal auditor and the Audit, Risk Oversight and Related Party Transactions Committee.  The Chief Audit Executive reports on a quarterly basis the results of the quarterly audit conducted.

Additional Recommendation to Principle 12			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	Non-Compliant		The Revised Corporation Code of the Philippines does not require such attestation. Also, the Code of Corporate Governance for PLCs gave companies the liberty to assess the necessity of complying with the recommendations on the Code based on the company's size or complexity of operations, among others. As an alternative, the CAE reported to the Audit, Risk Oversight and Related Party Transactions Committee its audit findings and recommendations which the said committee, in turn, reported to the Board of Directors. Such report was made basis by the CEO and the management team in making adjustments to the Company's operations and policies.
Cultivating a Synergic Relationship with Shareholders			
<b>Principle 13:</b> The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	Item VI of <a href="https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf</a>	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant		
Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	Compliant	Section 5, Article I of the Amended By-Laws ( <a href="https://vitarich.com/wp-content/uploads/2021/04/VITARICH-CORPORATION_AMENDED-BY-LAWS_28-APRIL-2021-.pdf">https://vitarich.com/wp-content/uploads/2021/04/VITARICH-CORPORATION_AMENDED-BY-LAWS_28-APRIL-2021-.pdf</a> )  See also SEC Form 17-A for 2021 ( <a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-</a>	

		Annual-Report-2021-April-19-2022-r3.pdf)  <a href="https://vitarich.com/wp-content/uploads/2021/07/2021-GIS-VITARICH-CORPORATION-compressed.pdf">https://vitarich.com/wp-content/uploads/2021/07/2021-GIS-VITARICH-CORPORATION-compressed.pdf</a>	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant	As can be seen in the 2021 GIS ( <a href="https://vitarich.com/wp-content/uploads/2021/07/2021-GIS-VITARICH-CORPORATION-compressed.pdf">https://vitarich.com/wp-content/uploads/2021/07/2021-GIS-VITARICH-CORPORATION-compressed.pdf</a> ), all shares of Vitarich are common shares and all shares are entitled to vote.  SEC Form 17-A for 2021 ( <a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a> )  <a href="https://vitarich.com/wp-content/uploads/2021/06/FINAL-DRAFT-of-VC-Minutes_AGM-25-June-2021.pdf">https://vitarich.com/wp-content/uploads/2021/06/FINAL-DRAFT-of-VC-Minutes_AGM-25-June-2021.pdf</a>	
3. Board has an effective, secure, and efficient voting system.	Compliant	Pages 3 to 7, 24 to 28 of the Amended By-Laws ( <a href="https://vitarich.com/wp-content/uploads/2021/04/VITARICH-CORPORATION_AMENDED-BY-LAWS_28-APRIL-2021-.pdf">https://vitarich.com/wp-content/uploads/2021/04/VITARICH-CORPORATION_AMENDED-BY-LAWS_28-APRIL-2021-.pdf</a> )  Please also see <a href="https://vitarich.com/wp-content/uploads/2021/05/2021.05.27">https://vitarich.com/wp-content/uploads/2021/05/2021.05.27</a>	

		-Definitive-Information-Statement-2021-final.pdf	
4. Board has an effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.	Compliant	Please see Amended By-Laws ( <a href="https://vitarich.com/wp-content/uploads/2021/04/VITARICH-CORPORATION_AMENDED-BY-LAWS_28-APRIL-2021-.pdf">https://vitarich.com/wp-content/uploads/2021/04/VITARICH-CORPORATION_AMENDED-BY-LAWS_28-APRIL-2021-.pdf</a> ) and Definitive Information Statements for 2021 and 2022 ( <a href="https://vitarich.com/wp-content/uploads/2021/05/2021.05.27-Definitive-Information-Statement-2021-final.pdf">https://vitarich.com/wp-content/uploads/2021/05/2021.05.27-Definitive-Information-Statement-2021-final.pdf</a> ; <a href="https://vitarich.com/wp-content/uploads/2022/05/2022.05.16-SEC-20-IS-Preliminary-Information-Statement-2022-compressed_compressed.pdf">https://vitarich.com/wp-content/uploads/2022/05/2022.05.16-SEC-20-IS-Preliminary-Information-Statement-2022-compressed_compressed.pdf</a> )	
5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.	Compliant	Section 2, Article I of the Amended By-Laws ( <a href="https://vitarich.com/wp-content/uploads/2021/04/VITARICH-CORPORATION_AMENDED-BY-LAWS_28-APRIL-2021-.pdf">https://vitarich.com/wp-content/uploads/2021/04/VITARICH-CORPORATION_AMENDED-BY-LAWS_28-APRIL-2021-.pdf</a> )  Item VI, part 4 of the Amended Manual on Corporate Governance <a href="https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf</a>	

6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant	Item VI of the Amended Manual on Corporate Governance posted on <a href="https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf</a>	
7. Company has a transparent and specific dividend policy.	Compliant	<p>Item VI, part 5 of the Amended Manual on Corporate Governance (<a href="https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf</a>)</p> <p>Section 36 Article VII of the Amended By-Laws (<a href="https://vitarich.com/wp-content/uploads/2021/04/VITARICH-CORPORATION_AMENDED-BY-LAWS_28-APRIL-2021-.pdf">https://vitarich.com/wp-content/uploads/2021/04/VITARICH-CORPORATION_AMENDED-BY-LAWS_28-APRIL-2021-.pdf</a>)</p> <p>The Company has not declared dividends since 1996.</p>	
<b>Optional: Recommendation 13.1</b>			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	Compliant	The votes were validated by Stock Transfer Service, Inc. Please see <a href="https://vitarich.com/wp-content/uploads/2021/06/FINAL-DRAFT-of-VC-Minutes_AGM-25-June-2021.pdf">https://vitarich.com/wp-content/uploads/2021/06/FINAL-DRAFT-of-VC-Minutes_AGM-25-June-2021.pdf</a>	
<b>Recommendation 13.2</b>			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	Compliant (electronic copies)	The notice and agenda for the Annual General Meeting of the Stockholders held last 25 June 2021 were announced via PSE and the Company's website on 16 April 2021. Please see	

		<a href="https://vitarich.com/wp-content/uploads/2021/04/VITARICH-CORPORATION_SEC-FORM-17-C-NOTICE-OF-AGM-2021_16-APRIL-2021.pdf">https://vitarich.com/wp-content/uploads/2021/04/VITARICH-CORPORATION_SEC-FORM-17-C-NOTICE-OF-AGM-2021_16-APRIL-2021.pdf</a>	
<b>Supplemental to Recommendation 13.2</b>			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:			
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant	<a href="https://vitarich.com/wp-content/uploads/2021/04/VITARICH-CORPORATION_SEC-FORM-17-C-NOTICE-OF-AGM-2021_16-APRIL-2021.pdf">https://vitarich.com/wp-content/uploads/2021/04/VITARICH-CORPORATION_SEC-FORM-17-C-NOTICE-OF-AGM-2021_16-APRIL-2021.pdf</a>	
b. Auditors seeking appointment/re-appointment	Compliant	Please see also <a href="https://vitarich.com/wp-content/uploads/2021/05/2021.05.27-Definitive-Information-Statement-2021-final.pdf">https://vitarich.com/wp-content/uploads/2021/05/2021.05.27-Definitive-Information-Statement-2021-final.pdf</a>	
c. Proxy documents	Compliant		
<b>Optional: Recommendation 13.2</b>			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Compliant	Please see <a href="https://vitarich.com/wp-content/uploads/2021/05/2021.05.27-Definitive-Information-Statement-2021-final.pdf">https://vitarich.com/wp-content/uploads/2021/05/2021.05.27-Definitive-Information-Statement-2021-final.pdf</a>	
<b>Recommendation 13.3</b>			

1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Compliant	Please see <a href="https://vitarich.com/wp-content/uploads/2021/06/VITARICH-CORPORATION_SEC-FORM-17-C-Results-of-2021-AGM-and-Organizational-Meeting-of-the-Board-of-Directors_25-June-2021.pdf">https://vitarich.com/wp-content/uploads/2021/06/VITARICH-CORPORATION_SEC-FORM-17-C-Results-of-2021-AGM-and-Organizational-Meeting-of-the-Board-of-Directors_25-June-2021.pdf</a>	
2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.	Compliant	<a href="https://vitarich.com/wp-content/uploads/2021/06/FINAL-DRAFT-of-VC-Minutes_AGM-25-June-2021.pdf">https://vitarich.com/wp-content/uploads/2021/06/FINAL-DRAFT-of-VC-Minutes_AGM-25-June-2021.pdf</a>	
<b>Supplement to Recommendation 13.3</b>			
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	Compliant	The Company's external auditor, SyCip Gorres Velayo & Co., as well as the key officers of the Company, were present during the Annual General Meeting of the Shareholders held last 25 June 2021.	
<b>Recommendation 13.4</b>			
1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	Compliant	Please see Item VI, part 7 of the Amended Manual on Corporate Governance ( <a href="https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf</a> )	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	Please see Item VI, part 7 of the Amended Manual on Corporate Governance ( <a href="https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf</a> )	

<b>Recommendation 13.5</b>			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	<a href="https://vitarich.com/wp-content/uploads/2021/08/VITARICH-CORPORATION_SEC-FORM-17-C_20-AUG-2021-Appointment-of-Onward-IR-as-Investor-Relations-Consultant-and-Creation-of-a-Disclosure-Committee-and-Market-Disclosure-and-Communicatio.pdf">https://vitarich.com/wp-content/uploads/2021/08/VITARICH-CORPORATION_SEC-FORM-17-C_20-AUG-2021-Appointment-of-Onward-IR-as-Investor-Relations-Consultant-and-Creation-of-a-Disclosure-Committee-and-Market-Disclosure-and-Communicatio.pdf</a>	
2. IRO is present at every shareholder's meeting.	Non-Compliant		As can be see, the Investors Relations Consultant was appointed only on 20 August 2021. Thus, they were not present during the annual meeting of the stockholders on 25 June 2021.
<b>Supplemental Recommendations to Principle 13</b>			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Compliant	The Board adopts complete and full compliance with laws, rules, and regulations relative to the conduct of its business. It also adheres to substantial compliance of the recommended good governance best practices.	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Non-Compliant		Public float as of 31 December 2021 is 25.77%.  The Company complies with the minimum public float under the SRC and SEC Memorandum Circular No. 13, series of 2017.
<b>Optional: Principle 13</b>			

1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting		Disclose or provide link/reference to policies and practices to encourage shareholders' participation beyond ASM	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.		Disclose the process and procedure for secure electronic voting in absentia, if any.	

**Duties to Stakeholders**

**Principle 14:** The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.

**Recommendation 14.1**

1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	<p>Item VII, Parts A and B of the Amended Manual on Corporate Governance (<a href="https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf</a>)</p> <p>SEC Form 17-A for 2021 (<a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a>)</p> <p>See also Sustainability Report attached to the Annual Report (<a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a>)</p> <p>Please also see <a href="https://vitarich.com/corporate-">https://vitarich.com/corporate-</a></p>	
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		governance/company-policies/	
<b>Recommendation 14.2</b>			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	Compliant	<p>Item VII, Parts A and B of the Amended Manual on Corporate Governance (<a href="https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf</a>)</p> <p>SEC form 17-A for 2021 posted at <a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a></p> <p>See also Sustainability Report attached to the 2021 SEC Form 17-A (<a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a>)</p> <p>Please also see <a href="https://vitarich.com/corporate-governance/company-policies/">https://vitarich.com/corporate-governance/company-policies/</a></p>	
<b>Recommendation 14.3</b>			

<p>1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.</p>	<p>Compliant</p>	<p>Employees, Suppliers, Customers, and other Business Partners may redress their grievances through Ms. Lilibeth R. Carao, HRAD Manager and Control and Compliance Officer Contact No. 09188482184</p> <p>Investors and other stakeholders may communicate their grievances through:</p> <p>Investor Relations Consultant at <a href="mailto:ir@vitarich.com">ir@vitarich.com</a></p> <p>Atty. Mary Christine C. Dabu-Pepito or Ms. Alicia G. Danque, the Compliance Officer/Corporate Information Officer and Alternate Corporate Information Officer, respectively. Contact Nos. 09255121013 and 09188482800</p> <p>The Company's whistle-blowing policy may be found in Item VII, Part B of the Amended Manual on Corporate Governance <a href="https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf</a> and <a href="https://vitarich.com/wp-content/uploads/2021/12/WHISTLE-BLOWING-POLICY_16-DEC-2021.pdf">https://vitarich.com/wp-content/uploads/2021/12/WHISTLE-BLOWING-POLICY_16-DEC-2021.pdf</a></p> <p>See also Item IX of the Material Related Party Transactions Policy on whistle blowing mechanism</p>	
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		<p>regarding related party transactions  <a href="https://vitarich.com/wp-content/uploads/2020/09/material-related-party-transactions-policy.pdf">https://vitarich.com/wp-content/uploads/2020/09/material-related-party-transactions-policy.pdf</a></p> <p>Please also see the company's Investor Relations Program (<a href="https://vitarich.com/investor-relations/investor-relations-program/">https://vitarich.com/investor-relations/investor-relations-program/</a>)</p>	
<b>Supplement to Recommendation 14.3</b>			
<p>1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.</p>	Compliant	<p>As regards the employees, the Company follows the two notices and a hearing required by the existing labor laws and regulations in addressing grievances of employees. As regards third parties, the Company talks to and/or enters into compromise agreements with concerned persons to thresh out issues or disagreements.</p>	
<b>Additional Recommendations to Principle 14</b>			
<p>1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.</p>	Compliant	<p><a href="https://vitarich.com/company-disclosure/sec-filings/">https://vitarich.com/company-disclosure/sec-filings/</a></p>	

2. Company respects intellectual property rights.	Compliant	<p>To show the Company's respect for and high regard to intellectual property rights, it registered its devices and logos with the Intellectual Property Office.</p> <p>Please see disclosure in its SEC Form 17-A for 2021 posted at <a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a></p>	
<b>Optional: Principle 14</b>			
1. Company discloses its policies and practices that address customers' welfare		Identify policies, programs and practices that address customers' welfare or provide link/reference to a document containing the same.	
2. Company discloses its policies and practices that address supplier/contractor selection procedures		Identify policies, programs and practices that address supplier/contractor selection procedures or provide link/reference to a document containing the same.	
<b>Principle 15:</b> A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.			
<b>Recommendation 15.1</b>			
1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	Compliant	<p>Item VII, Part B of the Amended Manual on Corporate Governance (<a href="https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf</a>)</p> <p>Please also see</p>	

		<a href="https://vitarich.com/corporate-governance/company-policies/">https://vitarich.com/corporate-governance/company-policies/</a> and <b>Annexes “K”, “L” and “M”</b> on the programs, procedures and trainings conducted for employees in 2021.	
<b>Supplement to Recommendation 15.1</b>			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Compliant	Please see attached ( <b>Annex “N”</b> ) regarding the Company's Merit System	
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	Please see <b>Annexes “O”</b>	
3. Company has policies and practices on training and development of its employees.	Compliant	Please see <b>Annexes “P” and “Q”</b>	
<b>Recommendation 15.2</b>			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	Compliant	See Item VII, Part B of the Amended Manual on Corporate Governance ( <a href="https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amendedmanualoncorporategovernance2017.pdf</a> )  Also, as discussed in the Sustainability Report attached to the Annual Report ( <a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a> ), the anti-corruption policy is limited to prohibition on conflict of interest for now.	

2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	The board disseminated the policy and program to employees through the HR Department, who in turn conducts orientation and updates to employees.	
<b>Supplement to Recommendation 15.2</b>			
1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	Compliant	<p>Item VII, Part B of the Amended Manual on Corporate Governance (<a href="https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf</a>)</p> <p>Please also see <a href="https://vitarich.com/corporate-governance/company-policies/">https://vitarich.com/corporate-governance/company-policies/</a></p>	
<b>Recommendation 15.3</b>			
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	Compliant	<p>Item VII, Part B of the Amended Manual on Corporate Governance, page 27 of <a href="https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf">https://vitarich.com/wp-content/uploads/2020/09/amended-manualoncorporategovernance2017.pdf</a></p> <p><a href="https://vitarich.com/wp-content/uploads/2021/12/WHISTLE-BLOWING-POLICY_16-DEC-2021.pdf">https://vitarich.com/wp-content/uploads/2021/12/WHISTLE-BLOWING-POLICY_16-DEC-2021.pdf</a></p>	
2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	Compliant		

3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant		
<p><b>Principle 16:</b> The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.</p>			
<p><b>Recommendation 16.1</b></p>			
1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	Compliant	Please see <b>Annex “R”</b> regarding the Company's CSR Activities for 2021	
<p><b>Optional: Principle 16</b></p>			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	Compliant	See disclosures on environmental sustainability in the Sustainability Report attached to the Annual Report ( <a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a> )	
2. Company exerts effort to interact positively with the communities in which it operates	Compliant	See disclosures on social sustainability in the Sustainability Report attached to the Annual Report ( <a href="https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf">https://vitarich.com/wp-content/uploads/2022/04/SEC-17-A-Annual-Report-2021-April-19-2022-r3.pdf</a> )	



Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of **MARILAO, BULACAN** MAY 27 2022, 2022.

**Signatures**

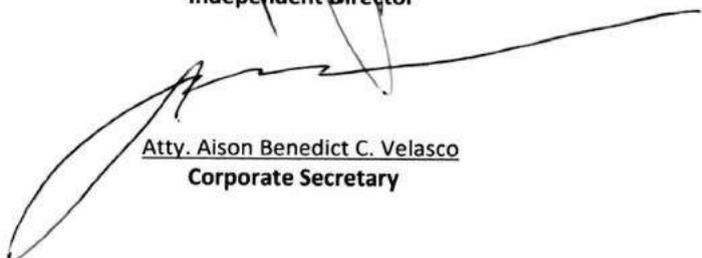
  
Jose Vicente C. Bengzon III  
**Chairman of the Board**

  
Ricardo Manuel M. Sarmiento  
**President/Chief Executive Officer**

  
Manuel D. Escueta  
**Independent Director**

  
Vicente J.A. Sarza  
**Independent Director**

  
Atty. Mary Christine Dabu-Pepito  
**Asst. Corporate Secretary/ Compliance Officer/  
 Corporate Information Officer**

  
Atty. Aison Benedict C. Velasco  
**Corporate Secretary**

SUBSCRIBED AND SWORN to before me this day of MAY 27 2022, 2022, affiant(s) exhibiting to me their identification, as follows:

NAMES	TIN/SSS ID
Jose Vicente C. Bengzon III	137-980-909
Ricardo Manuel M. Sarmiento	224-658-397
Manuel D. Escueta	120-146-069
Vicente J.A Sarza	107-201-929
Atty. Mary Christine Dabu-Pepito	232-737-425
Atty. Aison Benedict C. Velasco	228-914-720

Doc No. 227  
 Page No. 49  
 Book No. 10  
 Series of 2022

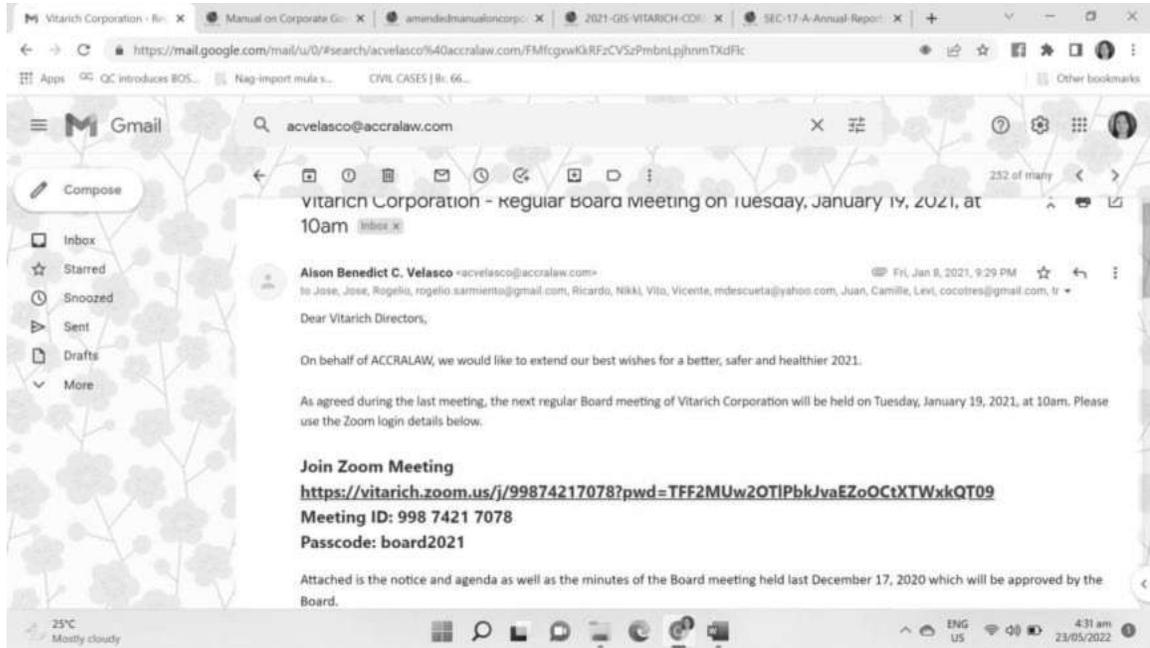


  
 ATT. MANUEL D. ESCUETA  
 NOTARY PUBLIC  
 PNC-48-MB-2020 UNTIL DEC. 31, 2022  
 SANDICO ST., POBLACION 1 MARILAO, BULACAN  
 IBP LIFE NO. 591042/BULACAN/5/19/2003  
 PTR NO. 1000488 MARILAO BULACAN 1/11/22  
 TIN NO. 170-907-664-000  
 ATTORNEY ROLL NO. 194  
 MCLE EXEMPTION NO. VII-ACAD002, 19 UNTIL 04/14/2025  
 REISSUED ON APRIL 8, 2022

# **ANNEX A**

E-mail dated  
08 January  
2021 from  
Corporate  
Secretary

ANNEX "A"  
E-mail dated 08 January 2021 for 19 January 2021 meeting



# **ANNEX B**

Certificate of  
Attendance

SEC-OST (26  
March 2021)

This  
**CERTIFICATE OF ATTENDANCE**  
is presented to

**MARY CHRISTINE C. DABU-PEPITO**

---

for attending a session in the  
**“SECuring the Philippine Capital Market and Business Sector” Webinar Series**

Topic:  
**As Easy as SEC: How to File Annual Reports  
Using the SEC Online Submission Tool (OST)**

conducted by the Securities and Exchange Commission  
in partnership with the SEC CAMPAIGN Network  
on 26 March 2021 from 1:00 pm to 3:00 pm via Facebook Live.

**EMILIO B. AQUINO**  
Chairperson

**Certificate Code:** SEC WS2 2021-79

*This is a computer-generated certificate, and is valid without signature.*



# **ANNEX C**

Certificate of  
Attendance  
SEC eSPARC  
(07 May  
2021)

This  
**CERTIFICATE OF ATTENDANCE**  
is presented to

**MARY CHRISTINE C. DABU-PEPITO**

---

for attending a session in the  
**“SECuring the Philippine Capital Market and Business Sector” Webinar Series**

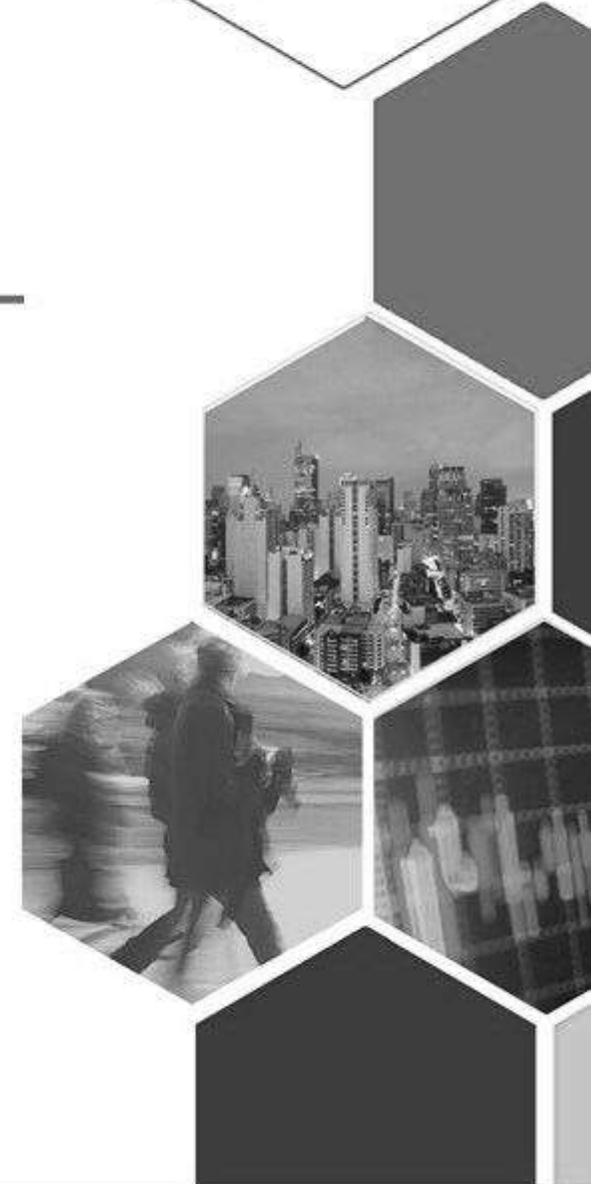
Topic:  
**eSPARC: The SEC’s New Company Registration System**

conducted by the Securities and Exchange Commission  
in partnership with the SEC CAMPAIGN Network  
on 07 May 2021 from 1:00 pm to 3:00 pm via Facebook Live.

**EMILIO B. AQUINO**  
Chairperson

**Certificate Code:** SEC WS4 2021-51

*This is a computer-generated certificate, and is valid without signature.*



# **ANNEX D**

Certificate of

Attendance

SEC BOTD

(30

September

2021)



**Securities and  
Exchange  
Commission**  
P H I L I P P I N E S

## **CERTIFICATE OF ATTENDANCE**

This certificate is awarded to

*Mary Christine C. Dabu-Pepito*

Vitarich Corporation

for having participated in the

**Webinar on Beneficial Ownership Transparency in the Philippines**

held on 30 September 2021

Via Zoom

  
**ATTY. OLIVER O. LEONARDO**

Officer-in-Charge

Enforcement and Investor Protection Department

# **ANNEX E**

## Certificate of Attendance SEC AMLC (12 March 2021)



**Securities and  
Exchange  
Commission**  
P H I L I P P I N E S

presents this

# **CERTIFICATE OF ATTENDANCE**

to

*Mary Christine Dabu-Pepito*

Vitarich Corporation

for having participated in the

**Webinar on  
Money Laundering and Terrorist Financing (ML/TF)  
Risk Assessment of Legal Persons and  
Beneficial Ownership (BO) Transparency Guidelines**

held on 12 March 2021

Via Zoom

  
**ATTY. OLIVER O. LEONARDO**

Officer-in-Charge

Enforcement and Investor Protection Department

# **ANNEX F**

## BSD GRI Training Certificate



Business for  
Sustainable  
Development



# CERTIFICATE OF PARTICIPATION

IS GIVEN TO

Mary Christine C. Dabu-Pepito

FOR ACTIVELY TAKING PART IN THE

**GRI Standards**

ONLINE CERTIFIED TRAINING COURSE  
FOR SUSTAINABILITY REPORTING

held on November 16, 17, 18, 23, 24, and 25 | 2021

Given this November 2021

A handwritten signature in black ink, appearing to read 'Roderick De Castro', written in a cursive style.

**Roderick De Castro**

Executive Director

**ANNEX G**

GRI

Certificate

GRI Certified

Training

Course



# GRI Professional Certification Program



Certificate of completion

Mary Christine Dabu-Pepito

has successfully completed the

**GRI Certified Training Course  
based on the GRI Sustainability Reporting Standards**

**provided by Business for Sustainable Development, Inc.**

Held in Philippines on  
11/16/21 - 11/25/21

**Amsterdam, 11/28/21**

*The certificate confirms that you have  
acquired 3 out of 5 points towards the  
Professional Certification Program*

Paul Broekhof  
Head of Training and Certification - GRI

# **ANNEX H**

## Succession Planning for Officers and Management (LEAP)



# LEAP

## LEADERSHIP ACCELERATION PROGRAM

*Fast tracking career path of high performing individual*



Building  
Partnerships.



Growing  
Business.

# PROGRAM DESCRIPTION

In the fast paced and robust environment of the agricultural industry, the pipeline of leaders are driven by market expansion, attrition, internal mobility etc. Management development programs help address succession plans to generate future leaders within the organization.

This Leadership Acceleration Program is designed to develop a cadre of skilled leaders who will be ready to take on the responsibilities and contribute effectively towards the growth of Vitarich. This aims to strengthen their capabilities and make them more efficient leaders than before. The program will enable managers to drive One Vitarich to higher levels of performance and propel the organization's future success.



# PROGRAM DESCRIPTION

The 6 month program contains various tracks that will expose the managers in the different facets of the business. Methodologies will be a mix of classroom-based, instructor led learning, group workshops, experiential activities, case studies, OJT and a technical project.

Sessions will be held in various sites of the organization.

The tracks will be composed of topics that addresses the competency requirements of a Vitarich leader.





At the end of the course, participants will be able to:

1. Enhance self-awareness, develop their own effective leadership style while strengthening interpersonal relations.
2. Sharpen business management skills from developing plans to operationalizing strategic initiatives.
3. Apply critical thinking in problem solving and making sound business decisions
4. Develop innovative solutions that will contribute to business growth





5. Create and maintain an efficient, effective, and motivated team to attain exceptional performance

6. Apply effective communication, influencing and negotiation techniques with the team, customers and other stakeholders.



# PROGRAM OUTLINE

## Self Mastery

- Values Clarification
- Personal Effectiveness
- Presentation and Influencing Skills

## Technical Skills Devt

- Production Management
- Farm Management & Livestock Operations
- Research & Devt
- Nutrition and Quality Control

## Management Development

- PLOC
- HR Management Essentials
- Problem Solving and Decision Making
- Managing Customer Satisfaction
- Marketing and Selling
- Budgeting and Fundamentals of Accounting



# Others/ Special Projects

- OJT (cross training program)
- Case Studies (new / innovative project and proposal)
- Technical Project
- Group Defense



# **ANNEX I**

## Retirement Policy for Officers and Employees



**Standard Company  
Policy**  
Vitarich Corporation, HR Department

**VITARICH CORPORATION RETIREMENT PLAN**

Policy Number - 020 rev. 0

Policy Dated 05/22/2018

Policy Group - HR Rev. 0

**Contact: HR MANAGER**

PURPOSE: To provide, through a retirement fund to be established by the participating companies, an employee's retirement benefit program, for all their regular salaried employees.

POLICY AND PROCEDURE: The Retirement Benefit shall be lump sum amount equivalent to 1/4 month's salary for every year of continuous service based on the final monthly salary of the retiree at the time of retirement.

**A) NORMAL RETIREMENT**

--- Any participant upon the attainment of age 60, shall retire and shall be entitled to full retirement benefit.

**B) EARLY RETIREMENT**

--- Upon reaching age 50, and after rendering at least ten (10) years of faithful and continuous employment, a participant may at the option of the Company retire and shall be entitled to the benefit as provided below:

YEARS OF SERVICE	PERCENTAGE OF NORMAL RETIREMENT BENEFIT
10	75.00%
11	76.67%
12	78.34%
13	80.00%
14	81.67%
15	83.34%
16	85.00%
17	86.67%
18	88.34%
19	90.00%
20	91.67%
21	93.34%
22	95.00%
23	96.67%
24	98.34%
25	100.00%

### C) OPTIONAL RETIREMENT

After rendering at least 25 years of faithful and continuous employment and upon reaching age 50 a participant may, at his option, retire and shall be entitled to the full retirement benefit.

### D) DEATH BENEFIT

If a participant should die before the retirement date, his heirs shall be entitled to receive special company benefit equivalent to the benefits provided under SGC Joint Retirement Plan, it being understood that the benefit shall be equivalent to 1 1/4 months' pay for every year of continuous service up to the time of death, based on the last monthly salary.

### E) DISABILITY BENEFIT

If a participant should be disabled before retirement date, he shall be entitled to receive special company benefits provided by SGC Joint Retirement Plan, it being understood that the benefit shall be equivalent to 1 1/4 month's pay for every year continuous service up to the time of disablement based on the last monthly salary.

### F) RESIGNATORY/SEPARATION BENEFIT

If a participant with at least 10 years of continuous employment is separated due to organizational changes, he shall be entitled to the benefit under the New Labor code of the Republic of the Philippines as amended, or Section 1 hereof, whichever is higher.

Should as a result of organizational changes, the [participant with at least 10 years of continuous employment is offered another position in the company, the participant shall have the option of either accepting such new position or availing of the benefits under this section, provided, however, that the right /option herein granted to the employee shall be exercised within the probationary period of his new appointment but in no case shall it be more than three (3) months from his acceptance of the new position.

### G) FORFEITURE OF BENEFITS

A participant who is dismissed for cause shall forfeit all his rights and privileges under the plan.

### H) INTER-FUND TRANSFER

A participant who is transferred from and to any of the Sarmiento Group of Companies shall be credited with his corresponding past service credits relative to a previous trust fund amount as determined by an independent actuary. such amount corresponding to his past service credits from present company's trust fund, reduced by the ratio of the fund to the past service liability of the previous company using the same actuarial assumptions and method of funding.

### PROCEDURES:

1. Qualified employee writes a letter of request for Retirement citing the reasons.
2. Department/Division Head endorses to Personnel the employee's request for Retirement.
3. Personnel Department accomplishes Application for Retirement Form, certifies as to accuracy of employment/salary/computation data. Routes Application to signatories.
4. Upon approval, Personnel forwards

# **ANNEX J**

Amended  
Manual on  
Corporate  
Governance  
with Stamped  
Received of PSE  
and SEC



**V I T A R I C H**

May 29, 2017

**SECURITIES AND EXCHANGE COMMISSION**  
SEC Building, EDSA, Greenhills  
Mandaluyong City

Attention: **ATTY. JUSTINA F. CALLANGAN**  
Director, Corporate Governance and Finance Department

Attention: **MR. VICENTE GRACIANO P. FELIZMENIO, JR.**  
Director, Markets and Securities Regulation Department

**THE PHILIPPINE STOCK EXCHANGE**  
Philippine Stock Exchange Plaza  
Ayala Triangle, Ayala Avenue  
Makati City

Attention: **MR. JOSE VALERIANO B. ZUÑO III**  
OIC-Head, Disclosure Department



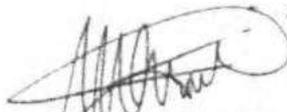
**Gentlemen:**

Please be informed that the Company filed with the Securities and Exchange Commission on May 29, 2017 its Amended Manual on Corporate Governance, signed by the Chairman of the Board.

Very truly yours,

VITARICH CORPORATION

By:

  
**ATTY. MARY CHRISTINE DABU-PEPITO**  
Asst. Corporate Secretary/ Compliance Officer/  
Corporate Information Officer

Main Office: Marifao- San Jose Road, Sta. Rosa I, Marilao, Bulacan 3019 Philippines  
Tel. Nos.: (632) 843-3033 / (6344) 711-2829



# COVER SHEET

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S.E.C. Registration Number

		V	I	T	A	R	I	C	H	C	O	R	P	O	R	A	T	I	O				
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( Company's Full Name )

M	A	R	I	L	A	O	-	S	A	N	J	O	S	E	R	O	A	D	,	S	T	A		
R	O	S	A	I		M	A	R	I	L	A	O		B	U	L	A	C	A	N				

( Business Address No Street City / Town / Province )

Atty. Mary Christine Dabu-Pepito
----------------------------------

Contact Person

843-30-33 connecting all dept.
--------------------------------

Company Telephone Number

1	2	-	3	1
---	---	---	---	---

Month Day

Fiscal Year

Amended Manual on  
Corporate Governance

--	--	--	--	--

Form Type

Last Friday of  
June

0	6		
---	---	--	--

Month Day

--

Secondary License Type. If Applicable

--	--	--

Dept. Requiring this Doc.

--

Amended Articles Number / Section

--

Total No. of Stockholders

	Total Amount of Borrowings
Domestic	Foreign

To be accomplished by SEC Personnel concerned

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File Number

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LCU

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Document I. D.

\_\_\_\_\_

Cashier

STAMPS

**AMENDED  
MANUAL ON CORPORATE GOVERNANCE  
VITARICH CORPORATION**

**(Approved by the Board of Directors on May 25, 2017)**

The Board of Directors and Management, employees and shareholders, believe that corporate governance is a necessary component of what constitutes sound strategic business management and will therefore undertake every effort necessary to create awareness within the organization as soon as possible.

The Board of Directors and Management, i.e. officers and staff, of Vitarich Corporation hereby commit themselves to the principles and best practices contained in this Manual.

### **I. OBJECTIVES**

- A. In line with the objective of the Code of Corporate Governance for Publicly-Listed Companies, this Manual likewise aims to raise the corporate governance standards of Vitarich Corporation to a level at par with its regional and global counterparts.
- B. This Manual shall institutionalize the principles of good corporate governance in the entire organization.
- C. This Manual shall provide a guide to Vitarich Corporation to attain its corporate goals.
- D. This Manual also aims to maximize Vitarich Corporation's long-term success, creating sustainable value for its shareholders, stakeholders and the nation.

### **II. DEFINITION OF TERMS**

- A. Board of Directors ("Board") – the governing body elected by the stockholders that exercises the corporate powers of a corporation, conducts all its business and controls its properties. As used in this Manual, it also refers to the Board of Directors of Vitarich Corporation.
- B. Conglomerate – a group of corporations that has diversified business activities in varied industries, whereby the operations of such businesses are controlled and managed by a parent corporate entity.
- C. Corporate Governance – system of stewardship and control to guide the corporation in fulfilling their long-term economic, moral, legal and social obligation towards their stakeholders. It is also a system of direction, feedback and control using regulations, performance standards and ethical guidelines to hold the Board and senior management accountable for ensuring ethical behavior – reconciling long-term customer satisfaction with shareholder value – to the benefit of all stakeholders and society.

- D. Corporation – refers to “Vitarich Corporation”
- E. Enterprise Risk Management – a process, effected by an entity’s Board of Directors, management and other personnel, applied in strategy setting and across the enterprise that is designed to identify the potential events that may affect the entity, manage risks to be within its risk appetite and provide reasonable assurance regarding the achievement of the Corporation’s objectives.
- F. Executive Director – a director who has executive responsibility of day-to-day operations of a part or the whole of the Corporation.
- G. Independent Director – a person who is independent of management and the controlling shareholder and is free from any business or other relationship which could or could reasonably be perceived to materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director.
- H. Internal Control – a process designed and effected by the Board of Directors, senior management and all levels of personnel to provide reasonable assurance on the achievement of objectives through efficient and effective operations, reliable, complete and timely financial and management information and compliance with applicable laws, regulations and the organization’s policies and procedures.
- I. Management – a group of executives given the authority by the Board of Directors to implement the policies it has laid down in the conduct of the business of the corporation.
- J. Non-executive Director – a director who has no executive responsibility and does not perform any work related to the operations of the Corporation.
- K. Related Party – covers: (a) subsidiaries of the Corporation; (b) affiliates of the Corporation; (c) any party (including their subsidiaries, affiliates and special purpose entities) that the company exerts direct or indirect control over or that exerts direct or indirect control over the company; (d) the Corporation’s directors, officers, shareholders and related interests (DOSRI) and their close family members as well as corresponding persons in affiliated companies. This shall also include such other person or juridical entity whose interest may pose a potential conflict with the interest of the Corporation.
- L. Related Party Transactions – a transfer of resources, services or obligations between a reporting entity and a related party regardless of whether a price is charged. It should be interpreted broadly to include not only transactions that are entered into with related parties but also outstanding transactions that are entered into with an unrelated party that subsequently becomes a related party.
- M. Stakeholders – an individual, organization or society at large who can either affect and/or be affected by the Corporation’s strategies, policies, business decisions and operations in general. This includes, among others, customers,

creditors, employees, suppliers, investors as well as government and community in which it operates.

### III. THE BOARD'S GOVERNANCE RESPONSIBILITIES

#### A. Composition of the Board of Directors

- The Corporation shall be headed by a competent, working board to foster the long-term success of the Corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long-term best interests of its shareholders and other stakeholders.
- 1. The Board shall be composed of directors with a collective working knowledge on the statutory and regulatory requirements affecting the Corporation, including the contents of its Articles of Incorporation and By-Laws, the requirements of the Commission and, where applicable, the requirements of other regulatory agencies, as well as collective working knowledge, experience or expertise that is relevant to the Corporation's business.
- 2. The Board shall have an appropriate mix of competence and expertise that its members remain qualified for their positions individually and collectively.
- 3. Majority of the members of the Board shall be non-executive directors who possess the necessary qualifications.
- 4. Membership to the Board shall be open to all competent individuals possessing all the qualifications set forth herein or in the By-Laws and none of the disqualifications listed herein or in the By-Laws regardless of gender, age, ethnicity, religion, and culture.
- 5. The Board shall have at least two (2) independent directors.
- 6. The positions of Chairman of the Board and Chief Executive Officer should be held by separate individuals.

#### B. Qualifications, Disqualifications and Responsibilities of Directors

##### B.1. Qualifications

- He/she shall be a holder of at least one (1) share of stock of the Corporation.
- He/she shall be at least a college graduate, or have sufficient experience in managing the business to substitute for such formal education.
- He/she shall be at least twenty one (21) years old.
- He/she shall be assiduous, of good moral character and have been proven to possess integrity and probity.

## B.2. Permanent Disqualifications

- Conviction by final judgment or order by a competent judicial or administrative body of any crime that: (a) involves the purchase or sale of securities as defined in the Securities Regulation Code; (b) arises out of the person's conduct as an underwriter, broker, dealer, investment advisor, principal, distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, or floor broker; or (c) arises out of his/her fiduciary relationship with a bank, quasi-bank, trust company, investment house, or as an affiliated person of any of them.
- Enjoined permanently by a final judgment or order of the SEC, Bangko Sentral ng Pilipinas ("BSP") or any court or administrative body of competent jurisdiction from: (a) acting as underwriter, broker, dealer, investment adviser, principal distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, or floor broker; (b) acting as director or officer of a bank, quasi-bank, trust company, investment house, or investment company; (c) engaging in or continuing any conduct or practice in any of the capacities mentioned in sub-paragraphs (a) and (b) above, or willfully violating the laws that govern securities and banking activities.
- (a) Denial, revocation, or suspension by the SEC, BSP or any court or administrative body of any registration, license, or permit issued to him/her under the Corporation Code, Securities Regulation Code, or any other law administered by the SEC or BSP, or under any rule or regulation issued by the Commission or BSP; (b) Being restrained to engage in any activity involving securities and banking; or (c) Suspension or expulsion by an effective order of a self-regulatory organization from membership, participation or association with a member or participant of the organization.
- Conviction by final judgment or order by a court, or competent administrative body of an offense involving moral turpitude, fraud, embezzlement, theft, estafa, counterfeiting, misappropriation, forgery, bribery, false affirmation, perjury, or other fraudulent acts or transgressions.
- Being adjudged by final judgment or order of the SEC, BSP, court or competent administrative body to have willfully violated, or willfully aided, abetted, counseled, induced or procured the violation of any provision of the Securities Regulation Code, the Corporation Code, or any other law, rule, regulation, or order administered by the SEC or BSP;
- Judicial declaration of insolvency.
- Conviction by final judgment or order of a foreign court or equivalent financial regulatory authority of acts, violations, or misconduct similar to any of the acts, violations or misconduct listed in the foregoing paragraphs.
- Conviction by final judgment of an offense punishable by imprisonment for more than six (6) years, or a violation of the Corporation Code committed within five (5) years prior to the date of his election or appointment.

- Other grounds as the SEC may provide.
- In the case of an independent director, if he becomes an officer or employee of the same Corporation.

### **B.3. Temporary Disqualifications**

- Refusal to fully disclose the extent of his business interest as required under the Securities Regulation Code and its Implementing Rules and Regulations. This disqualification shall be in effect as long as his refusal persists.
- Absence in more than fifty percent (50%) of all meetings, both regular and special, of the Board of Directors during his incumbency, or any twelve (12) month period during said incumbency, unless such absence is due to illness, death in the immediate family, or serious accident. This disqualification applies for purposes of the succeeding election.
- Dismissal/termination for cause as director of any publicly-listed company, public company, registered issuer of securities and holder of a secondary license from the Commission. This disqualification shall be in effect until he/she has cleared himself of any involvement in the cause that gave rise to his/her dismissal or termination.
- Being under preventive suspension by the Corporation.
- If the beneficial equity ownership of an independent director in the Corporation or its subsidiaries and affiliates exceeds two percent (2%) of its subscribed capital stock. The disqualification from being elected as independent director is lifted if the limit is later complied with.
- Conviction that has not yet become final referred to in the grounds for the permanent disqualification of directors.

### **B.4. Duties and Responsibilities of a Director**

- Directors elected for the first time shall attend an orientation program designed to introduce to them basic knowledge on the Corporation in general as well as the business of the Corporation.
- Attend relevant annual continuing training for all directors and all other seminars and trainings required by law or regulations. The annual continuing training program involves courses on corporate governance matters relevant to the Corporation, including audit, internal controls, risk management, sustainability, and strategy.
- Devote time and attention necessary to properly and effectively perform his/her duties and responsibilities, including sufficient time to be familiar with the Corporation's business, and attend and actively participate in all meetings of the Board, Committees, and Shareholders in person or through tele-

/videoconferencing conducted in accordance with the rules and regulations of the Commission, except when justifiable causes, such as illness, death in the immediate family, and serious accidents, prevent them from doing so. In Board and Committee meetings, the director should review meeting materials and if called for, ask the necessary questions or seek clarifications and explanations.

- The non-executive directors may concurrently serve as directors to a maximum of five (5) publicly listed companies.
- Notify the Board where he/she is an incumbent director before accepting a directorship in another company.
- Conduct fair business transactions with the Corporation, ensure that personal interest does not bias Board decisions, and abstain from taking part in the deliberations of a transaction if he/she has material interest in the transaction.
- Act judiciously and exercise independent judgment.
- Have a working knowledge of the statutory and regulatory requirements affecting the Corporation, including the contents of its Articles of Incorporation and By-Laws, the requirements of the Commission, and where applicable, the requirements of other regulatory agencies.
- Observe confidentiality and ensure the continuing soundness, effectiveness and adequacy of the Corporation's control environment.

#### **B.5. Independent Director**

- In addition to the aforementioned qualifications and disqualifications, an independent director is a person who, ideally:
  - Is not an owner of more than two (2%) percent of the outstanding shares of the Corporation, its subsidiaries, associates, affiliates, or related companies.
  - Is not, or has not been, a senior officer or employee of the covered company, unless there has been a change in the controlling ownership of the Corporation, nor is he/she acting as a nominee or representative of any director of the Corporation, or any of its related companies.
  - Is not a relative of a director, officer, or substantial shareholder of the Corporation, or any of its related companies, or any of its substantial shareholders. For this purpose, relatives include spouse, parent, child, brother, sister, and the spouse of such child, brother, or sister.
  - Is not a securities broker-dealer of listed companies and registered issuers of securities. A securities broker-dealer is a person holding any office of trust and responsibility in a broker-dealer firm, which includes, among others, a director, officer, principal, stockholder, nominee of the firm to the

Exchange, an associated person or salesman, and an authorized clerk of the broker or dealer.

- Does not engage or has not engaged, whether by himself or with other persons, or through a firm of which he is a partner, director or substantial shareholder, in any transaction with the Corporation, or any of its related companies or substantial shareholders, other than such transactions that are conducted at arm's length and could not materially interfere with or influence the exercise of his independent judgment.
  - Is not affiliated with any non-profit organization that receives significant funding from the Corporation or any of its related companies or substantial shareholders; neither is he/she employed as an executive officer of another company where any of the Corporation's executives serve as directors.
  - Is not, and has not been in the three years immediately preceding the election: (a) a director of the Corporation; (b) a director, officer, employee of the Corporation's subsidiaries, associates, affiliates, or related companies; (c) a director, officer, employee of the covered Corporation's substantial shareholders and its related Corporations; (d) appointed in the Corporation, its subsidiaries, associates, affiliates, or related companies as Chairman "Emeritus", "Ex-Officio" Director/Officer or member of any Advisory Board, or otherwise appointed in a capacity to assist the Board in the performance of its duties and responsibilities; (e) retained, either in his personal capacity or through a firm, as a professional advisor, auditor, consultant, agent, or counsel of the Corporation, any of its related companies or substantial shareholder.
- The independent directors may serve for a maximum cumulative term of nine (9) years reckoning from 2012. An independent director who has served for 9 cumulative years shall no longer be re-elected as an independent director of the Corporation, but may continue to qualify for nomination and election as a non-independent director.
- In case the Corporation wants to retain an independent director who has served for nine (9) years, the Board shall provide meritorious justification/s and seek shareholders' approval during the annual shareholders' meeting.

## **C. Duties and Responsibilities of the Board**

### **C.1. General Responsibility**

- It is the Board's responsibility to foster the long-term success of the Corporation and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the best interests of its *stockholders and other stakeholders.*

### **C.2. Specific Duties and Functions**

c.2.1. Install a process of selection to ensure a mix of competent directors and officers.

c.2.2. Determine the Corporation's purpose, vision and mission as well as strategies to carry out its objectives and oversee the development of and approve the Corporation's business objectives and strategies and monitor their implementation.

c.2.3. Ensure that the Corporation complies with all relevant laws, regulations and codes on best business practices and that Board authority is within the powers of the Corporation as prescribed in the Articles of Incorporation, By-Laws and in existing laws, rules and regulations.

c.2.4. Identify the Corporation's stakeholders in the community in which it operates or are directly affected by its operations and formulate a clear policy of accurate, timely and effective communication with them.

c.2.5. Adopt a system of internal checks and balances and oversee that an appropriate internal control system is in place.

c.2.6. Oversee that a sound enterprise risk management framework is in place, identify key risk areas and key performance indicators, and monitor and assess these factors with due diligence.

c.2.7. Properly discharge Board functions by meeting regularly. Independent views during Board meetings shall be given due consideration and all such meetings shall be duly recorded and shall have the corresponding Minutes kept intact by the Corporate Secretary.

c.2.8. Act on a fully informed basis, in good faith, with due diligence and care and in the best interest of the company and all shareholders.

c.2.9. Ensure that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions, particularly those which pass certain thresholds of materiality.

c.2.10. Approve the selection of management and control functions and establish an effective performance management framework that will ensure that the management and personnel's performance are at par with the standards set by the Board and Senior Management.

c.2.11. Appoint the Chief Audit Executive and Chief Risk Officer.

c.2.12. Approve the Internal Audit Charter.

c.2.13. Formulate Board Charter that formalizes and clearly states its roles, responsibilities, and accountabilities in carrying out its fiduciary duties.

c.2.14. Ensure that its independent directors possess the necessary qualifications and none of the disqualifications for an independent director to hold the position.

c.2.15. Adopt and ensure proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.

c.2.16. Perform all functions assigned to it by law, rules, and regulations.

### **C.3. Board Committees**

- ✓ The Board shall set-up committees to support the effective performance of its functions, especially those involving audit, risk management, related party transactions, and other corporate governance functions, such as nomination and remuneration.
- ✓ Each committee shall have a charter stating in plain terms their respective purposes, memberships, structures, operations, reporting processes, resources, and other relevant information, and such charter shall be fully disclosed on the Corporation's website.

#### **c.3.1. Audit, Risk Oversight and Related Party Transactions Committee**

- It shall be composed of at least three (3) appropriately qualified non-executive directors.
- The Chairman of this committee shall be an independent director, who should not be the chairman of the Board or of any other committees.
- Each member shall have adequate understanding at least or competence at most of the company's financial management systems and environment, and he/she shall have relevant background, knowledge, skills and/or experience in the areas of accounting, auditing and finance.
- Duties and Responsibilities:
  - Provide oversight functions over the internal audit department/unit, internal and external auditors, the Corporation's Enterprise Management Framework system, as well as management's activities in managing credit, market liquidity, operational, legal, and other risk exposures of the Corporation.
  - Recommend approval of and oversee the implementation of the Internal Audit Charter (IA Charter).
  - Monitor and evaluate the adequacy and effectiveness of the Corporation's internal control system and crisis management, integrity of financial reporting, security of

physical and information assets, and develop a transparent financial management system.

- Recommend the appointment and/or grounds for approval of an internal audit head or Chief Audit Executive (CAE).
- Review and monitor management's responsiveness to the Internal Auditor's findings and recommendations and the disposition of the recommendations in the External Auditor's management letter.
- Prior to the commencement of audit, discuss with the External Auditor the nature, scope, and expenses of the audit.
- Evaluate and determine the non-audit work, if any, of the External Auditor, and periodically review the non-audit fees paid to the External Auditor in relation to the total fees paid to him/her and to the corporation's overall consultancy expenses.
- Disallow any non-audit work that will conflict with duties as an External Auditor or may pose a threat to the auditor's independence. The non-audit work, if allowed, should be disclosed in the Corporation's Annual Report and Annual Corporate Governance Report.
- Review and approve Interim and Annual Financial Statements before their submission to the Board.
- Elevate to international standards the accounting and auditing processes, practices and methodologies, and develop the following in relation to this reform: (a) a definitive timetable within which the accounting system of the Corporation will be 100% International Accounting Standard (IAS) compliant; (b) an accountability statement that will specifically identify officers and/or personnel directly responsible for the accomplishment of such task.
- Recommend to the Board the appointment, re-appointment, removal, and fees of the External Auditor duly accredited by the Commission, and provide an objective assurance on the manner by which the financial statements should be prepared and presented to the stockholders.
- Develop, oversee and evaluate the implementation a formal enterprise risk management plan and revisit defined risk management strategy, look for emerging or changing material exposures, and stay abreast of significant

developments that seriously impact the livelihood of harm or loss.

- Review the Corporation's risk appetite levels and risk tolerance limits based on changes and developments in the business, the regulatory framework, the external economic and business environment, and when major events occur that are considered to have major impacts on the Corporation; and advise the Board on risk appetite levels and risk tolerance limits
- Conduct regular discussions on the Corporation's prioritized and residual risk exposures based on regular risk management reports and assess how the concerned units or offices are addressing and managing the risks.
- Assess the probability of each identified risk becoming a reality, estimate its possible significant financial impact and likelihood of occurrence, and report to the Board the Company's material risk exposures, actions taken to reduce the risks, and recommends further action or plans, as necessary.
- Review and monitor all material related party transactions of the Corporation and subsequent changes in relationship with counterparties.
- Evaluate on an ongoing basis existing relations between and among businesses and counterparties, and all material related party transactions.
- Ensure that appropriate disclosure is made and/or information is provided to regulating and supervising authorities relating to the company's related party exposures, and policies on conflicts of interest or potential conflicts of interest.
- Report to the Board of Directors on a regular basis the status and aggregate exposures to each related party, as well as the total amount of exposures to all related parties.
- Ensure that transactions with related parties, including write-off of exposures are subject to a periodic independent review or audit process.

### c.3.2. Nomination, Remuneration and Corporate Governance Committee

- The nomination, remuneration and corporate governance committee shall be composed of at least three (3) members.

- The chairman of this committee shall be an independent director who shall not be chairman of the board or of other committees.
- It shall ensure compliance with and proper observance of corporate governance principles and practices.
- Duties and Responsibilities:
  - Oversee the implementation of and develop the corporate governance framework and periodically review the said framework.
  - Propose, plan, and recommend continuing education/training programs for directors, and assignment of tasks/projects to board committees.
  - Adopt corporate governance policies and ensure that these are reviewed and updated regularly, and consistently implemented in form and substance.
  - Establish a formal and transparent procedure to develop a policy on executive remuneration and for determining and fixing the remuneration of directors and officers that is consistent with the corporation's culture and strategy as well as the business environment in which it operates.
  - Provide oversight over remuneration of senior management and other key personnel ensuring that compensation is consistent with the corporation's culture, strategy and control environment.
  - Designate amount of remuneration, which shall be in a sufficient level to attract and retain directors and officers who are needed to run the company successfully.
  - Develop a form on Full Business Interest Disclosure as part of the pre-employment requirements for all incoming officers, which, among others, compel all officers to declare under the penalty or perjury all their existing business interests or shareholdings that may directly or indirectly conflict in their performance of duties once hired.
  - Disallow any director to decide his or her own remuneration.
  - Provide in the corporation's annual reports, information and proxy statements a clear, concise and understandable disclosure of compensation of its executive officers for the previous fiscal year and the ensuing year.

- Review the Corporation's existing Human Resources Development or Personnel Handbook, if any, to strengthen provisions on conflict of interest, salaries and benefits policies, promotion and career advancement directives and compliance of personnel concerned with all statutory requirements that must be periodically met in their respective posts.
- Pre-screen and shortlist all candidates nominated to become a member of the board of directors in accordance with the following qualifications and disqualifications set forth in this Manual and the existing laws, rules, and regulations.
- Determine the nomination and election process for the company's directors.
- Define the general profile of board members that the company may need and ensuring appropriate knowledge, competencies and expertise that complement the existing skills of the Board.
- Consider the following guidelines in the determination of the number of directorships for the Board: (a) the nature of the business of the Corporations which he is a director; (b) age of the director; (c) number of directorships/active memberships and officerships in other corporations or organizations; and (d) possible conflict of interest.

#### D. Chairman of the Board

- The Board of Directors should be headed by a competent and qualified Chairperson.
- Roles and responsibilities:
  - Make certain that the meeting agenda focuses on strategic matters, including overall risk appetite of the Corporation, considering the developments in the business and regulatory environments, key governance concerns, and contentious issues that will significantly affect operations.
  - Guarantee that the Board receives accurate, timely, relevant, insightful, concise, and clear information to enable it to make sound decisions.
  - Facilitate the discussion on key issue by fostering an environment conducive for constructive debate and leveraging on the skills and expertise of individual directors.

- Ensure that the Board sufficiently challenges and inquires on reports submitted and representations made by Management.
- Assures the availability of proper orientation for first-time directors and continuing training opportunities for all directors.

#### **E. The Corporate Secretary**

- The Corporate Secretary should not be a member of the Board of Directors.
- He/she must be a Filipino citizen.
- The Corporate Secretary should annually attend a training on corporate governance.
- Duties and Responsibilities:
  - Assist the Board and the board committees in the conduct of their meetings, including preparing an annual schedule of Board and committee meetings and the annual board calendar, and assisting the chairs of the Board and the committees to set agenda for those meetings.
  - Safe keep and preserve the integrity of the minutes of the meetings of the Board and its committees, as well as other official records of the Corporation.
  - Keep abreast on relevant laws, regulations, all governance issuances, relevant industry developments and operations of the Corporation, and advises the Board and the Chairman on all relevant issues as they arise.
  - Work fairly and objectively with the Board, management, and stockholders and contribute to the flow of information between the Board and management, the Board and its committees and the Board and its stakeholders, including shareholders.
  - Advise on the establishment of board committees and their terms of reference.
  - Inform members of the Board in accordance with the by-laws, of the agenda of the meetings at least five (5) working days in advance, and ensure that the members have before them accurate information that will enable them to arrive at intelligent decisions on matters that require their approval.

- Attend all Board meetings, except when justifiable causes, such as illness, death in the immediate family and serious accidents, prevent him/her from doing so.
- Perform required administrative function.
- Oversee the drafting of the by-laws and ensure that they conform with regulatory requirement.
- Perform such other duties and responsibilities as may be provided by the SEC.

#### **F. The Compliance Officer**

- The Board should ensure that it is assisted in its duties by a Compliance Officer, who should have a rank of Senior Vice President or an equivalent position with adequate stature and authority in the Corporation.
- The Compliance Officer should not be a member of the Board of Directors and should annually attend a training on corporate governance.
- The Compliance Officer is a member of the Corporation's management team in charge of the compliance function.
- Duties and Responsibilities:
  - Ensure proper onboarding of new directors, such as orientation on the Corporation's business, charter, articles of incorporation and by-laws, among others.
  - Monitor, review, evaluate, and ensure the compliance by the Corporation, its officers and directors with the relevant laws, the Code of Corporate Governance, rules and regulations and all governance issuance of regulatory agencies.
  - Report the matter to the Board if violations are found and recommend the imposition of appropriate disciplinary action.
  - Ensure the integrity and accuracy of all documentary submissions to regulators.
  - Appear before the SEC when summoned in relation to compliance with the Code of Corporate Governance.

- Collaborate with other departments to properly address compliance issues, which may be subject to investigation.
- Identify possible areas of compliance issues and works towards the resolution of the same.
- Ensure the attendance of the board members and key officers to relevant trainings.
- Perform such other duties and responsibilities as may be provided by the SEC.

#### **G. The Chief Executive Officer**

##### **➤ Duties and Responsibilities:**

- Determine the Corporation's strategic direction and formulate and implement its strategic plan on the direction of the business.
- Communicate and implement the Corporation's vision, mission, values and overall strategy and promote any organization or stakeholder change in relation to the same.
- Oversee the operations of the Corporation and manage human and financial resources in accordance with the strategic plan.
- Has a good working knowledge of the Corporation's industry and market and keeps up-to-date with its core business purpose.
- Direct, evaluate and guide the work of the key officers of the Corporation.
- Manage the Corporation's resources prudently and ensure a proper balance of the same.
- Provide the Board with timely information and interfaces between the Board and the employees.
- Build the corporate culture and motivate the employees of the Corporation.
- Serve as the link between internal operations and external stockholders.

### **IV. DISCLOSURE AND TRANSPARENCY**

#### **A. Enhancing Company Disclosure Policies and Procedures**

- The Corporation shall establish corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable, and timely report to shareholders and other stakeholders that gives a fair and complete picture of the Corporation's financial condition, results, and business operations.
- All material information, i.e., anything that could potentially affect share price, shall be publicly disclosed. Such information shall include earnings results, acquisition or disposal of assets, board changes, related party transactions, shareholdings of directors and changes to ownership.
- Other information that shall always be disclosed includes remuneration (including stock options) of all directors and senior management corporate strategy, and off balance sheet transactions.
- All directors and officers shall disclose/report to the Corporation's Compliance Officer/Corporate Information Officer and Alternate Corporate Information Officer any dealings in the Corporation's shares within three business days.
- The reports or disclosures required under this Manual shall be prepared and submitted to the Commission by the responsible Committee or officer through the Corporation's Compliance Officer.
- All disclosed information shall be released via the approved stock exchange procedure for company announcements as well as through the annual report.
- The Board shall fully disclose all relevant and material information on individual board members and key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.
- The Corporation shall provide a clear disclosure of its policies and procedure for setting Board and executive remuneration, as well as the level and mix of the same in the Annual Corporate Governance Report.
- The material or significant related party transaction reviewed and approved during the year should be disclosed in the Annual Corporate Governance Report.
- The Corporation shall make a full, fair, accurate, and timely disclosure to the public of every material fact or event that occurs particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders. Furthermore, the Board of the offeree Corporation shall appoint an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.

#### **B. Strengthening the External Auditor's Independence and Improving Audit Quality**

- The Corporation shall establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.
- The appointment, re-appointment, removal, and fees of the external auditor should be recommended by the Audit, Risk Oversight and Related Party Transactions Committee, approved by the Board and ratified by the shareholders.
- The resignation, removal, or cessation from service of the external auditor as well as the date and the reasons for such resignation, removal, or cessation from service shall be reported in the Corporation's annual and current reports and in the Corporation's website. Said report shall include a discussion of any disagreement with said former external auditor on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure.
- The Corporation shall disclose the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.
- The external auditor shall not at the same time provide the services of an internal auditor to the Corporation.

#### C. Increasing Focus on Non-Financial and Sustainability Reporting

- The Corporation shall disclose non-financial information, specifically those relating to the management of economic, environmental, social, and governance (EESG) issues of its business, which underpin sustainability.

#### D. Promoting a Comprehensive and Cost-Efficient Access to Relevant Information

- The Corporation shall maintain a comprehensive and cost-efficient communication channel for disseminating relevant information, including the possibility of using media and analysts' briefings as channels of communication.

### V. INTERNAL CONTROL SYSTEM AND RISK MANAGEMENT FRAMEWORK

#### A. Internal Auditor

- The Corporation shall have a strong and effective internal control system and enterprise risk management framework.
- The Corporation shall have in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the Corporation's operations.

- The Corporation's internal audit activity may be a fully resourced activity housed within the Corporation or may be outsourced to qualified independent third party service providers.
- If the internal audit activity is housed within the Corporation, the Board shall appoint a qualified Chief Audit Executive (CAE) discussed below.
- Should the Corporation outsource the internal audit activity to qualified independent third party service provider, the Board shall appoint a qualified independent executive or senior management personnel should be assigned the responsibility for managing the fully outsourced internal audit activity.
- Duties and Responsibilities of the internal auditor:
  - Provide an independent risk-based assurance service to the Board, Audit Committee management, focusing on reviewing the effectiveness of the governance and control processes in: (a) promoting the right values and ethics; (b) ensuring effective performance management and accounting in organization; (c) communicating risk and control information; and (d) coordinating the activities and information among the Board, external and internal auditors, and Management.
  - Perform regular and special audit as contained in the annual audit plan and/or based on the Corporation's risk assessment.
  - Perform consulting and advisory services related to governance and control as appropriate for the organization.
  - Perform compliance audit of relevant laws, rules and regulations, contractual obligations and other commitments, which could have a significant impact on the organization.
  - Review, audit, and assess the efficiency and effectiveness of the internal control system of all areas of the Corporation.
  - Evaluate operations or programs to ascertain whether results are consistent with established objectives and goals, and whether the operations or programs are being carried out as planned.
  - Evaluate specific operations at the request of the Board or Management, as appropriate.
  - Monitor and evaluate governance processes.

#### **B. The Chief Audit Executive (CAE)**

- The CAE shall be recommended by the Audit, Risk Oversight and Related Party Transactions Committee, and report functionally to the Audit Committee and administratively to the CEO.
- Duties and Responsibilities:
  - Review periodically the internal audit charter and present it to senior management and the Board Audit, Risk Oversight, and Related Party Transactions Committee for approval.
  - Establish a risk-based internal audit plan, including policies and procedures, to determine the priorities of the internal audit activity, consistent with the Corporation's goals.
  - Communicate the internal audit activity's plans, resource requirements, and impact of resource limitations, as well as significant interim changes to senior management and the Audit Committee for review and approval.
  - Spearhead the performance of the internal audit activity to ensure it adds value to the Corporation.
  - Report periodically to the Audit Committee on the internal audit activity's performance relative to its plan.
  - Present findings and recommendations to the Audit Committee and give advice to senior management and the Board on how to improve internal processes.

### C. Risk Management Function

- The Corporation may establish a risk management office, taking into account its size, risk profile, and complexity of operations.
- The risk management office shall identify, assess and monitor key risk exposures.
- Duties and Responsibilities of the Risk Management Office:
  - Define a risk management strategy.
  - Identify and analyze key risks exposure relating to economic, environmental, social, governance (EESG) factors and the achievement of the Corporation's strategic objectives.
  - Evaluate and categorize each identified risk using the Corporation's predefined risk categories and parameters.

- Establish a risk register with clearly defined, prioritized and residual risks.
- Develop a risk mitigation plan for the most important risks to the Corporation, as defined by the risk management strategy.
- Communicate and report significant risk exposures, including business risks, control issues and risk mitigation plan to the Board Risk Oversight Committee.
- Monitor and evaluate the effectiveness of the Corporation's risk management process.

#### **D. The Chief Risk Officer**

- The Board shall appoint a Chief Risk Officer ("CRO"), who shall manage the Corporation's Risk Management System.
- The CRO shall have adequate authority, stature, resources, and support to fulfill his/her responsibilities, subject to the Corporation's size, risk profile, and complexity of operations.
- The CRO shall report functionally to the Audit, Risk Oversight, and Related Party Transactions Committee, and administratively to the CEO.
- Duties and functions of the CRO:
  - Supervise the entire ERM process and spearhead the development, implementation, maintenance, and continuous improvement of ERM processes and documentation.
  - Communicate the top risks and the status of implementation of risk management strategies and action plans to the Board Risk Oversight Committee.
  - Collaborate with the CEO in updating and making recommendations to the Board Risk Oversight Committee.
  - Suggest ERM policies and related guidance, as may be needed.
  - Provide insights on: (a) risk management processes are performing as intended; (b) risk measures reported are continuously reviewed by risk owners for effectiveness; and (c) established risk policies and procedures are being complied with.

## **VI. CULTIVATING A SYNERGIC RELATIONSHIP WITH SHAREHOLDERS**

➤ The Corporation shall treat all shareholders fairly and equitably, and also recognize, protect, and facilitate the exercise of their rights.

➤ The Corporation commits to respect the following rights of shareholders:

1. Pre-emptive Right

✓ All stockholders shall have pre-emptive rights, unless the same is denied in the articles of incorporation or an amendment thereto. They shall have the right to subscribe to the capital stock of the Corporation. The Articles of Incorporation shall lay down the specific rights and powers of shareholders with respect to the particular shares they hold, all of which shall be protected by law so long as they shall not be in conflict with the Corporation Code.

2. Voting Right

✓ Shareholders shall have the right to nominate candidates to the Board of Directors in accordance with the Corporation Code and other existing laws, rules, regulations.

✓ The shareholders shall likewise have the right to elect, remove, and replace directors and vote on certain corporate acts in accordance with the Corporation Code, such as, the amendment to the Articles of Incorporation and By-Laws, authorization to the increase or decrease in authorized capital stock.

✓ A director shall not be removed without cause if it will deny minority shareholders representation in the Board.

3. Right to Inspect

✓ All shareholders shall be allowed to inspect corporate books and records, including minutes of Board meetings and stock registries in accordance with the Corporation Code, and shall be furnished with annual reports, including financial statements, without cost or restrictions.

4. Right to Information

✓ The Shareholders shall be provided, upon request, with periodic reports, which disclose personal and professional information about the directors and officers and certain other matters such as their holdings of the Corporation's shares, dealings with the Corporations, relationships among directors and key officers, and the aggregate compensation of directors and officers.

- ✓ The minority shareholders shall be granted the right to propose the holding of a meeting, and the right to propose items in the agenda of the meeting, provided the items are for legitimate business purposes.
- ✓ The minority shareholders shall have access to any and all information relating to matters for which the management is accountable for and to those relating to matters for which the management shall include such information and, if not included, then the minority shareholders shall be allowed to propose to include such matters in the agenda of stockholders' meeting, being within the definition of "legitimate purposes".

#### 5. Right to Dividends

- ✓ Shareholders shall have the right to receive dividends, subject to the discretion of the Board, and in accordance with the Corporation Code and other existing laws, rules, and regulations.
- ✓ The Corporation shall declare dividends when its retained earnings shall be in excess of 100% of its paid-in capital stock, except: a) when justified by definite corporate expansion projects or programs approved by the Board; or b) when the Corporation is prohibited under any loan agreement with any financial institution or creditor, whether local or foreign, from declaring dividends without its consent, and such consent has not been secured; or c) when it can be clearly shown that such retention is necessary under special circumstances obtaining in the Corporation such as when there is a need for special reserve for probable contingencies.

#### 6. Appraisal Right

- ✓ The shareholders shall have appraisal right or the right to dissent and demand payment of the fair value of their shares in the manner provided for under Section 82 of the Corporation Code of the Philippines, under any of the following circumstances:
  - In case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholders or class of shares, or of authorizing preferences in any respect superior or those of outstanding shares of any class, or of extending or shortening the term of corporate existence.
  - In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Corporation Code.
  - In case of merger or consolidation.

## 7. Right to Choose Alternative Dispute Resolution Process

- ✓ Shareholders shall have the right to choose any available alternative dispute resolution process under existing laws and regulations in case of intra-corporate dispute with a fellow shareholder, or with a director, or officer of the Corporation, or with the Corporation itself.
- ✓ No intra-corporate case shall be filed in court without exhausting at any available alternative dispute resolution process.
- It shall be the duty of the directors to promote shareholder rights, remove impediments to the exercise of shareholders' rights and allow possibilities to seek redress for violation of their rights. They shall encourage the exercise of shareholders' voting rights and the solution of collective action problems through appropriate mechanisms. They shall be instrumental in removing excessive costs and other administrative or practical impediments to shareholders participating in meetings and/or voting in person. The directors shall pave the way for the electronic filing and distribution of shareholder information necessary to make informed decisions subject to legal constraints.
- The Corporation shall send a Notice of the Annual and/or Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting or at least 15 business days prior to the meeting, as may be more practicable under the circumstances.
- The results of the votes taken during the most recent Annual and/or Special Shareholders' Meeting shall be publicly available the next working day.
- The Minutes of the Annual and/or Special Shareholders' Meeting should be available on the Corporation's website within five (5) business days from the end of the meeting. The said Minutes shall include:
  - a. Description of the voting and vote tabulation procedures used.
  - b. Opportunity given to shareholders to ask questions, as well as a record of the questions and the answers received.
  - c. The matters discussed and the resolutions reached.
  - d. A record of the voting results for each agenda item.
  - e. A list of the directors, officers, and shareholders who attended the meeting.
  - f. Dissenting opinion on any agenda item that is considered significant in the discussion process.

## VII. DUTIES TO STAKEHOLDERS

### A. Respecting Rights of Stakeholders and Effective Redress for Violation of Stakeholder's Rights

- The Corporation recognizes that stakeholders in corporate governance include, but are not limited to, customers, employees, suppliers, shareholders,

investors, creditors, the community the Corporation operates in, society, the government, regulators, competitors, and external auditors.

- The Board shall promote cooperation between the stakeholders and the Corporation in creating wealth, growth, and sustainability.
- The Board shall likewise treat the stakeholders fairly and protect their rights.
- The Board shall adopt a transparent framework and process that allow stakeholders to communicate with the Corporation and to obtain redress for the violation of their rights.

#### **B. Encouraging Employees' Participation**

- The Board shall establish policies, programs, and procedures that encourage employees to actively participate in the realization of the Corporation's goals and participate in its corporate governance processes. These policies and programs shall cover, among others, the following: (1) health, safety and welfare; (2) training and development; and (3) reward/compensation for employees, encourages employees to perform better and motivates them to take a more dynamic role in the Corporation.
- The Board adopts a policy against corruption, which are detailed in its Code of Conduct and disseminated properly to its employees across the organization through trainings to embed them in the Corporation's culture.
- The Board shall, after a careful study, establish a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation and to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.
- This manual shall be available for inspection by any stockholder of the Corporation at reasonable hours on business days.
- All directors, executives, division and department heads are tasked to ensure the thorough dissemination of this Manual to all employees and related third parties, and to likewise enjoin compliance in the process.
- An adequate number of printed copies of this Manual must be reproduced under the supervision of the Human Resources Division, with a minimum of at least one (1) hard copy of the Manual per department.

#### **C. Encouraging Sustainability and Social Responsibility**

- The Corporation shall be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.

## VIII. COMPLIANCE TO THE CODE AND THIS MANUAL

- This Manual substantially complies with the principles and recommendations under the Code of Corporate Governance for Publicly-Listed Companies (SEC Memorandum Circular No. 19, Series of 2016).
- All business processes and practices being performed within any department or business unit of Vitarich Corporation that are not consistent with any portion of this Manual shall be revoked unless measures or policies are adopted to comply with this Manual.
- This Manual shall be subject to review by the Board of Directors.



JOSE VICENTE C. BENGZON, III  
Chairman of the Board

# **ANNEX K**

HRD

Training  
Procedure



Document Title

# TRAINING PROCEDURE

Reference	HRD-P-01
Revision No.	0
Page	1/7
Author	FBazer Bashi
Date Released	10 Jan 2020

## 1. Purpose

To determine competency and training needs for all employees of Vitarich Corporation, provide training to address the identified needs, evaluate the effectiveness of training at defined intervals, ensure that employees are aware of the importance of their tasks, and maintain appropriate records of education, training, skill and experience.

## 2. Scope

This procedure includes all employees of Vitarich Corporation.

## 3. Definition

- 3.1 Training – a carefully planned and handled effort of management, through competent instructors, to impart “know how” and develop or improve certain phases of an individual’s skills, attitudes, discipline, behavior or knowledge to make him/her either more effective on his/her present job or better qualified for another and future job position.
- 3.2 Compliance Training – it is compulsory for all employees to attend this course, to give every employee an overview of Vitarich Corporation’s compliance programme and a clear understanding of his or her role in compliance.
- 3.3 Behavioral Training – training for all employees, which aim to enhance their personality, work conduct, values information, leadership skills, customer-client relations and others. Such training is required by management for the employee to be able to perform and render the desired services to meet the customer’s requirements.
- 3.4 Skills/Technical Training – all employees are part of this training program; however, each department must identify who should undergo this training.
- 3.5 Individual Training Plan – development plans designed per employee to address performance gaps.
- 3.6 Training Logbook – it is an excel spreadsheet which is used to log the names of the participants, the planned training date, the training received on date, etc.
- 3.7 Training Needs Analysis (TNA) - refers to the process of determining the knowledge, skills and attitudes of the employee needed in the efficient performance of his/her job.

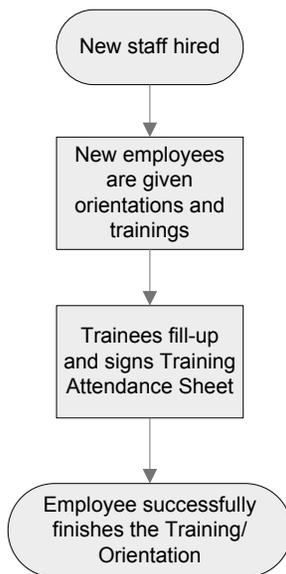
## 4. Reference

- 4.1 ISO Standard
  - 4.2 Job Scope
  - 4.4 Employee Handbook
-



## 5. Procedure

This procedure defines the steps in identifying training needs, planning and implementing training programs and evaluation and recording of the training results.



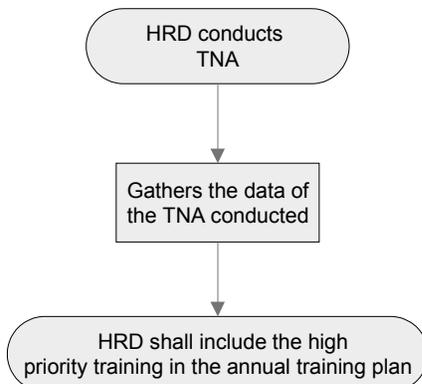
### 1. Induction Program

1.1 All newly hired employees shall be required to take the Orientation for New Employees (ONE) to be conducted by the HR T&OD. This orientation is a pre-requisite to all incoming employees, which aims to introduce and explain the following:

#### EMPLOYEE ORIENTATION

- Company Orientation/Background
- Company Policies and Procedures
- Compensation and Benefits Administration
- Work Area
- Duties and responsibilities
- Training and development Opportunities
- Organizational chart

1.2 A Training Attendance Sheet (HRD-F-05-02) shall be filled-up by each participant during the course of the orientation and/or training to attest attendance of the participant.



### 2. Conducting TNA

2.1 The HRD shall conduct training needs analysis on all levels of the company's organization. This could be done by means of any of the following TNA sources:



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## TRAINING PROCEDURE

Reference	HRD-P-01
Revision No.	0
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Author	FBazer Bashi
Date Released	10 Jan 2020

- 2.1.1 The HRD shall review the table of organization of the company on a yearly basis to check if there are changes in the positions which would require additional training.
- 2.1.2 Individual job descriptions shall also be reviewed to identify basic attitudes, skills and knowledge requirement on certain job function.
- 2.1.3 The Individual staff performance appraisal can also be used for identifying the training needs of the employee by checking the core competencies of personnel with regards to performance ability and skills.
- 2.1.4 Inputs from employees regarding necessary or needed trainings shall also be gathered.

2.2 The trainings will be prioritized for implementation.

### 3. Preparation of Annual Training Plan

3.1 Using the Annual Training Plan (HRD-F-05-00), HRD shall prepare a draft of the Annual Training Plan based on the result of TNA. The draft shall then be distributed to the different Department Heads for their review and suggestions.

3.2 When all the suggestions from the different departments are received, HRD shall incorporate these suggestions to the final draft of the annual training plan to be approved by the top management.

3.3 The preparation of trainings shall be done based on the following:

- 3.3.1 The urgency of training program as based on the TNA result;
- 3.3.2 Availability of training resources;
- 3.3.3 Availability of training participants;

3.4 Once the training plan is approved by the top management, copies of the training plan shall be distributed to the department managers for their reference.

3.5 In case there will be changes in the training plan, the HRD shall inform the top management for approval.

### 4. Preparation of Annual Training Plan

4.1 Using the Annual Training Plan (HRD-F-05-00), HRD shall prepare a draft of the Annual Training Plan based on the result of TNA. The draft shall then be distributed to the different Department Heads for their review and suggestions.

4.2 When all the suggestions from the different departments are received, HRD shall incorporate these suggestions to the final draft of the annual training plan to be approved by the top management.

4.3 The preparation of trainings shall be done based on the following:

- 4.3.1 The urgency of training program as based on the TNA result;
- 4.3.2 Availability of training resources;
- 4.3.3 Availability of training participants;



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## TRAINING PROCEDURE

Reference	HRD-P-01
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4.4 Once the training plan is approved by the top management, copies of the training plan shall be distributed to the department managers for their reference.

4.5 In case there will be changes in the training plan, the HRD shall inform the top management for approval.

### 5. Implementation of Annual Training Plan (In-house)

5.1 The training schedule shall be released to each department heads prior to the training date.

5.2 The Department heads shall confirm the participants for the specific training to HRD.

5.3 HRD shall record the names of the participants in the Training Planned/Completed Log.

5.4 All concerned departments/personnel shall be informed of any changes in the schedule of the training or the participants.

### 6. Implementation of Annual Training Plan (Public Offered Training/Seminar)

6.1 The employee / immediate superior should accomplish the Training Request form with the necessary documentary requirement.

6.2 The request must be duly approved before any registration and processing of payment can be done by the HRD.

### 7. Evaluation of Training Results

6.1 Level 1 Evaluation: Reaction Level. This is evaluation is done after completing the program. This evaluation questionnaire moves beyond how well the students liked the training to questions about the reaction on the implementation of how the course objective was achieved.

6.2 Level 2 Evaluation: Learning Results. Measure of learning results. This evaluation aims to determine if the employee actually learn the knowledge, skills, and attitudes the program was supposed to teach. This is usually done by administering a pre-test and post-test, making sure that test items or questions are truly written to the learning objectives. The aim is to accurately see the impact that the training intervention had. This type of evaluation is done depending on the program conducted.

6.3 Level 3 Evaluation: Behavior in the Workplace. This type of evaluation attempt to answer whether or not any of the new knowledge and skills are retained and transferred back on the job.

6.4 Level 4 Evaluation: Business Results. To evaluate the business impact of the training program.

6.1 A summary of the training evaluation shall be prepared by the HR department for continual improvement.

6.2 All records pertaining to this procedure should be kept by the HR department and the Individual Training Records (HRD-F-05-03) of each employee shall be kept in the employees 201 records until his/her period of employment in the company is terminated.



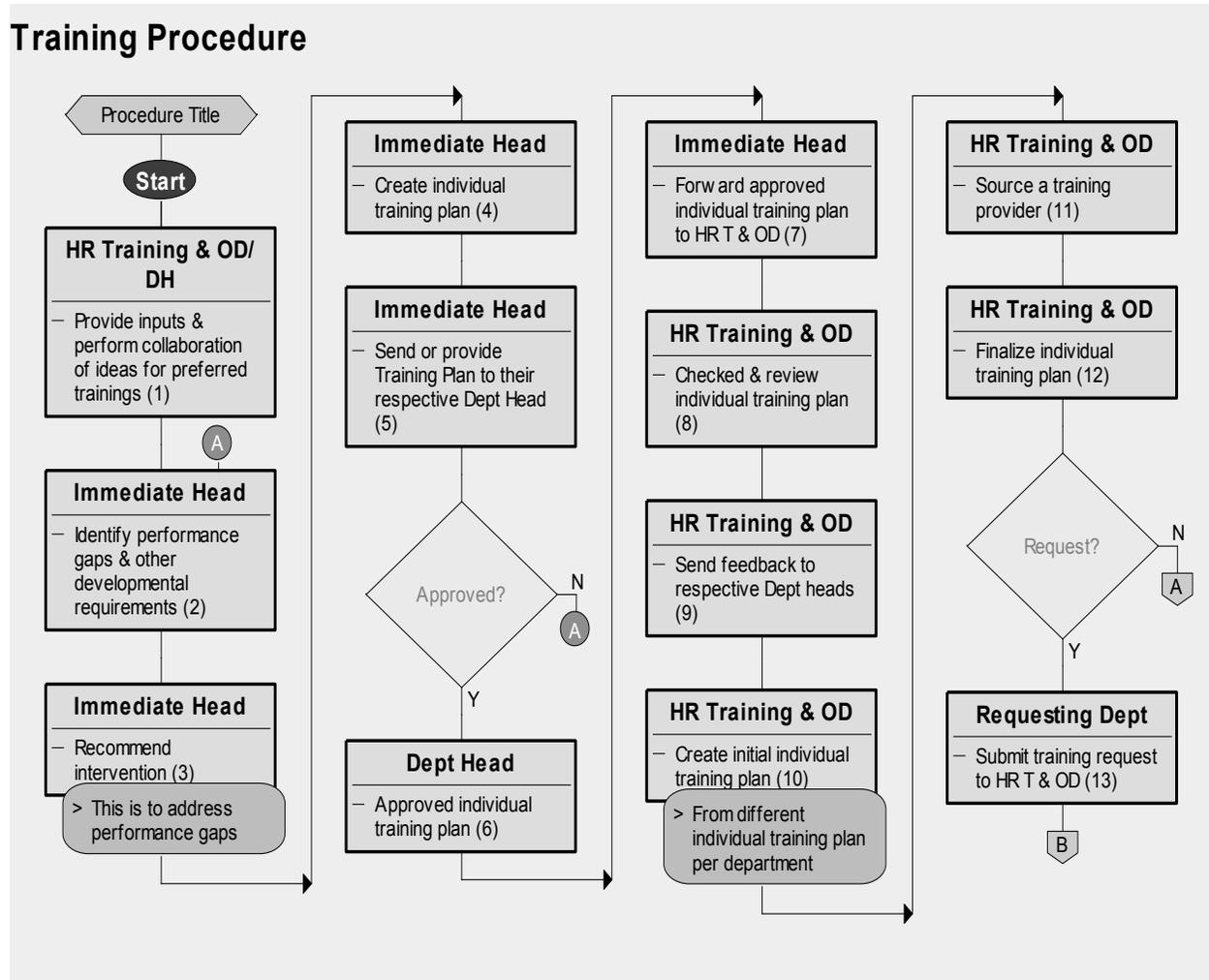
Document Title

# TRAINING PROCEDURE

Reference	HRD-P-01
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Author	FBazer Bashi
Date Released	10 Jan 2020

TRAINING PROCESS MAP:

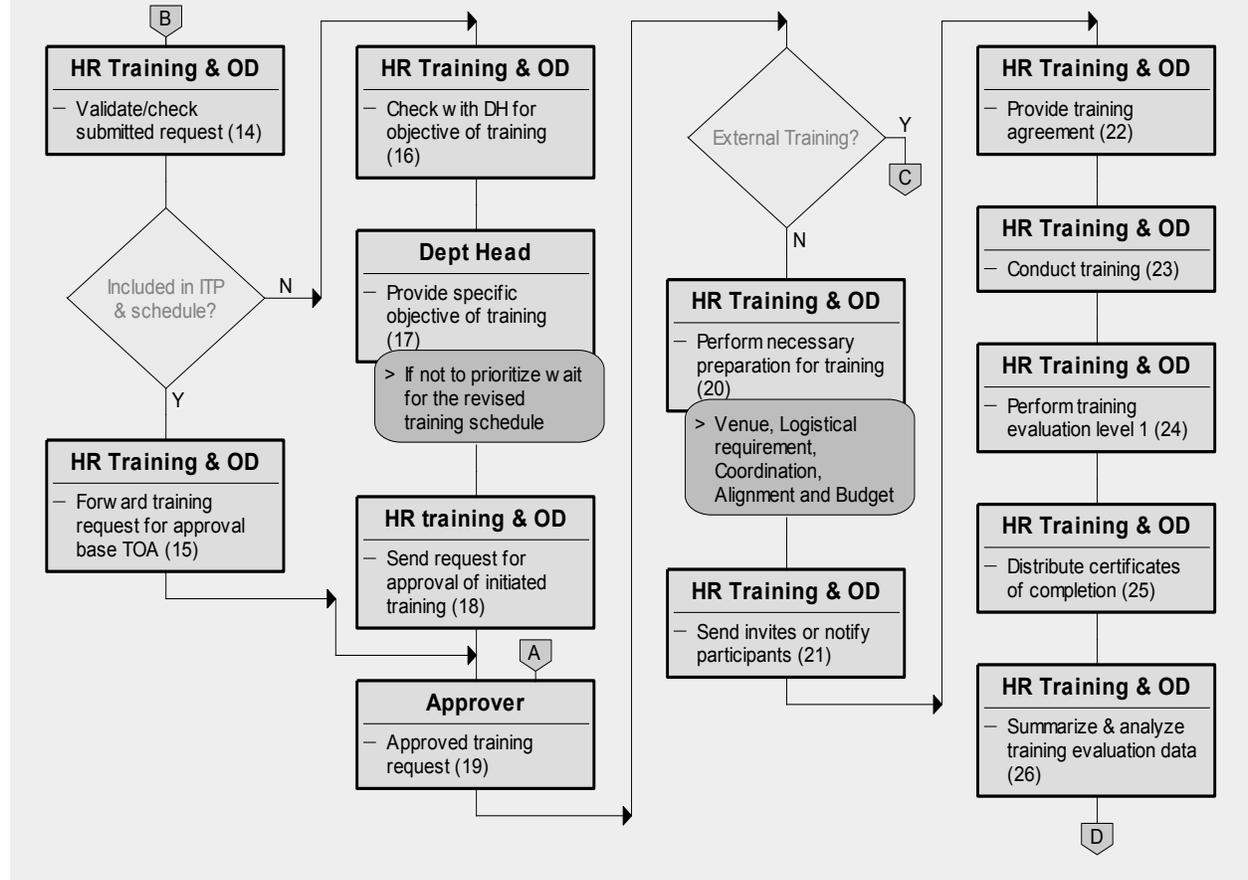
## Training Procedure





Reference	HRD-P-01
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## Training Procedure



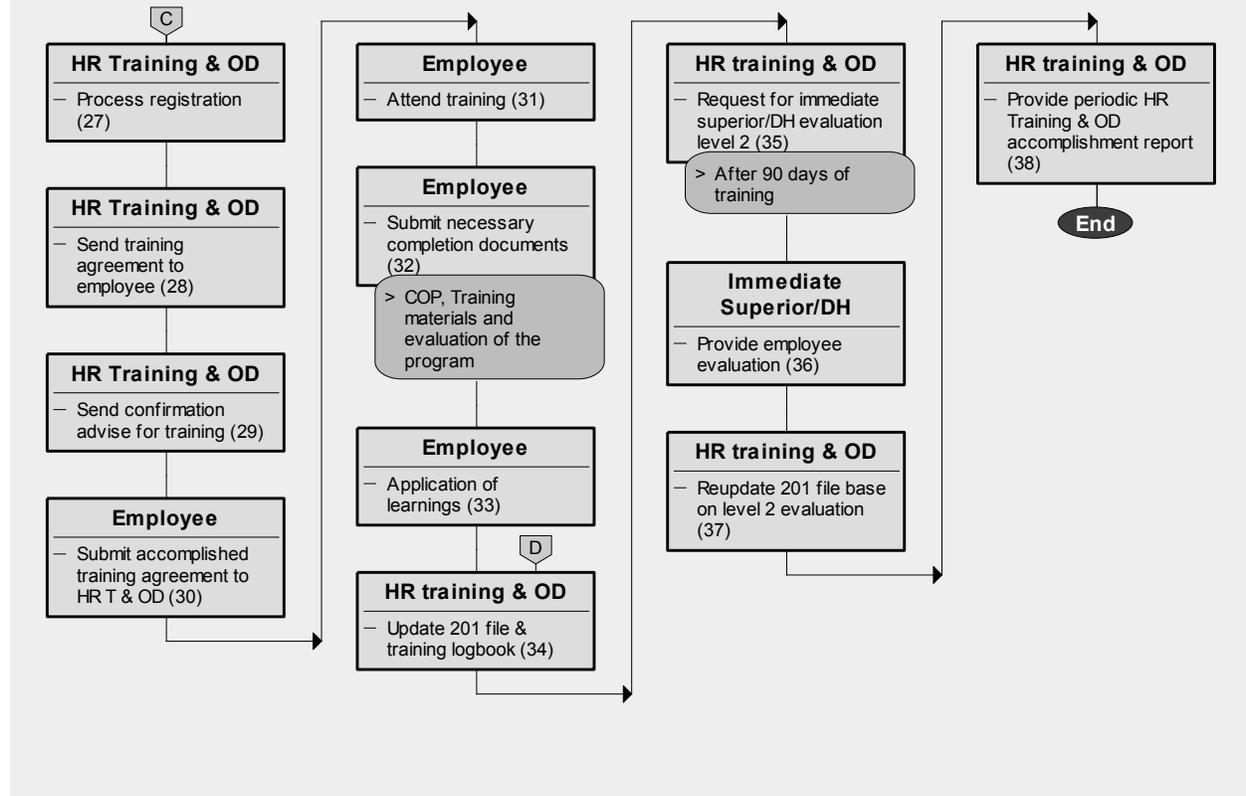


Document Title

# TRAINING PROCEDURE

Reference	HRD-P-01
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## Training Procedure



- Form / Templates
- Training Request Form
- Individual Training Plan
- Training Agreement
- Training Registration
- Evaluation Form 1
- Evaluation Form 2
- Preparation Checklist
- Certificate of Attendance

# **ANNEX L**

2021

Programs,  
Procedures,  
Trainings  
Conducted on  
Employees

**2021 Programs, Procedures, Trainings on Employee Participation in the  
Realization of Goals and Governance**

<b>Date</b>	<b>Training/Course</b>	<b># of Attendees</b>
1-Feb-21	Managing Effectively Your Expense and Budget in the New Business Normal	2
2-Feb-21	Through the Looking Glass: 2021 Philippine Economic Outlook	2
10-Feb-21	State of Logistics: Enhancing Local and International Trade   A Business Conference on Logistics Series III	2
19-Feb-21	Labor Standards and Labor Relations Compliance Workshop	17
23-Feb-21	Emerging Technologies of 2021 and Beyond: What Are They and How Your Organization Can Get Ready for Them	1
19-Mar-21	Regulatory Guillotine: Cutting the Red Tape and Rolling the Red Carpet for Business	5
18-Aug-21	Mid-Year Economic and Political Briefing 2021	1
25-Aug-21	General Orientation for Vitarich on the Communist Terrorist Group Problem	4
9-Sep-21	Productive Conflict in The Workplace	2

# **ANNEX M**

## Annual Training Report



## VITARICH 2021 ACTUAL TRAINING

Continuing Learning & Devt Program per Vitarich Curriculum (CLDP)	TRAINING COURSE	Target Attendees	Month	Venue
	NEO- New Employees Orientation	New Employees	Whole year round as need arises	Internal
	The First Philippine Procurement Summit	Procurement Department	January	External Webinar
	Labor Standards and Labor Relations Compliance Workshop	HR Department	February	Internal
	DOLE Department Order: Guidelines in Workplace and Public Transport Ventilation in the Context of COVID-19	Legal	March	External Webinar
	Basic Supervisory Skills Training	Supervisors (Mindanao)	September	Internal Webinar w/ Resource Speaker
	Follow Through of CSR/RBC Training of Trainers	HR Department	September	External Webinar
	Company Rules and Regulations Cascade	Managers	November	Internal

Compliance Programs (CP)	TRAINING COURSE	Target Attendees	Month	Venue
	ECCP Health and COVID-19 Vaccine Series: The Road to Herd Immunization	HR Department	January	External Webinar
	ISO Refresher Training ISO 22000:2018	VisMin Feeds Operations	January	Internal Webinar w/ Resource Speaker
	The Vaccine Journey: Health Logistics	HR Department	February	External Webinar
	Hazard Analysis and Critical Control Point Review	Mindanao Feeds Operations	February	Internal Webinar w/ Resource Speaker
	Warehouse Roles and Inventory Control Refresher Training	Vis-Warehouse Department	March	Internal
	The Taxpayer's Fair Share: Corporate Income Tax Preparation and Filing	Accounting	March	External Webinar
	ISO 22000:2018 FSMS Documentation	VisMin Feeds Operations	March	Internal Webinar w/ Resource Speaker
	Keeping the Workplace a Safe Space: Employers at the Forefront	HR Department	March	External Webinar
	Safety in the Workplace: Why COVID-19 Vaccination is Important	HR Department	March	External Webinar
	SSS Digitalization Programs and New EC Benefits	HR Department	March	External Webinar
	Internal Audit Training	VisMin FSMS Safety Teams	March	Internal Webinar w/ Resource Speaker
	Pag-IBIG in the Time of COVID-19:	HR Department	April	External Webinar
	Updates on the Fund's Programs and Services	HR Department	April	External Webinar
	Basic Occupational Safety and Health	Warehouse (Mindanao)	May	Internal w/ Resource Speaker
	PHILHEALTH AND COVID-19: WHAT MEMBERS NEED TO KNOW	HR Department	May	External Webinar
	Pag-IBIG Online Services for the 21st Century Employer (North and South Luzon) Confirmation	HR Department	June	External Webinar
	HACCP and HACCP IA Training	Luzon-FSMS Team	June	Internal Webinar
	CONSTRUCTION SAFETY AND HEALTH TRAINING	Engineering	June	External Webinar
	"DELTA: COVID-19's Latest Variant of Concern"	HR Department	August	External Webinar
	General Orientation for Vitarich on the Communist Terrorist Group Problem	HR Department	September	External Webinar
	OHNAP Annual Convention and Membership for OSH Nurses	Nurse (VisMin)	September	External Webinar
	PRODUCTIVE CONFLICT IN THE WORKPLACE	HR Department	September	External Webinar
	Basic Occupational Safety and Health Training for Safety Officer 1 (SO1)	Feeds Operation	September	External Webinar
	Occupational First Aid and Basic Life Support Training	Representative per Department	September	Internal w/ Resource Speaker
	Basic Occupational Safety and Health (BOSH)	Feeds Operation (Mindanao)	September	External Webinar
	Fumigation Technician Seminar	QA	November	External Webinar
	Antigen Testing in the Time of Covid-19 Vaccination & Emerging Variants	HR Department	November	External Webinar
Good Warehousing Practices	Warehouse (National)	November	Internal Webinar	
HALAL Training	Mindanao Feeds Operations	November	External Webinar	

Talent Core Development Program (TCDP)	Training Course	Target Attendees	Month	Venue
	Sales Capability Fundamentals Program	Food Sales Department -Luzon	January	Internal w/ Resource Speaker
	Agriculture Investment Policy E-Conference I	Marketing	January	External Webinar
	Reimagining Agricultural Value Chain	Marketing	January	External Webinar
	Managing Effectively Your Expense and Budget in the New Business Normal	Accounting & Treasury	February	External Webinar
	Through the Looking Glass: 2021 Philippine Economic Outlook	Marketing	February	External Webinar
	State of Logistics: Enhancing Local and International Trade   A Business Conference on Logistics Series III	Logistic - Luzon	February	External Webinar
	Emerging Technologies of 2021 and Beyond: What Are They and How Your Organization Can Get Ready for Them	MIS	February	External Webinar
	Seminar on Human Resource Management and Industrial Relations: Case Study of Japanese Companies	HR Department	March	External Webinar
	New Normal to New Future: Strategies for a Better Service: An Internet Connectivity and Digital Transformation Conference Series II	MIS	March	External Webinar
	Regulatory Guillotine: Cutting the Red Tape and Rolling the Red Carpet for	Credit & Collection	March	External Webinar
	Wisium Philippines Global Webinar on Securing Digestive Process in Piglet and Sow Invitation	Research & Development	March	External Webinar
	Training for Mental Wellness: Introduction to Psychological First-Aid	HR	March	External Webinar
	Land Ownership and Property Acquisition in the Philippines Today	Credit & Collection	March	External Webinar
	"2nd Round Table Series 2021"	HR	April	External Webinar
	Enhancing Emotional Intelligence Quotient (EQ) and Adaptability Quotient (AQ) in the New Normal	HR	April	External Webinar
	Poultry Handling (Harvesting) & Transporting Training	QA Foods, Poultry & Livestock	April	Internal Webinar w/ Resource Speaker
	PLANT AWARENESS SEMINAR (ISO 22000-2018)	VisMin Plant Operations Employees	April	Internal
	FOOD DEFENSE AND FOOD FRAUD	Min FSMS Team member	May	Internal Webinar w/ Resource Speaker
	ASF Series III	OP	May	External Webinar
	A BIG LEAP FORWARD: MITIGATING THE EFFECTS OF AFRICAN SWINE FEVER	OP	May	External Webinar
	AI+ Optimized Manufacturing and Logistics   Supply Chain and Logistics	LogisticDepartment	May	External Webinar
	Sales Capability Training Program: T3 & Performing the Selling Steps	Food Sales Department -Luzon	June	Internal Webinar w/ Resource Speaker
	ECCP: WE NEED TO TALK ABOUT ADS	Marketing	June	External Webinar
	ECCP: CONVERSATIONS ON AFRICAN SWINE FEVER	Manager	June	External Webinar
	ECCP: THE FUTURE OF MARKETING	Marketing	July	External Webinar
	ECCP: THE FUNDAMENTALS OF INTELLECTUAL PROPERTY FOR	Marketing	July	External Webinar
	ICTSI Update: Zuellig Pharma Webinars	HR Department	August	External Webinar
	FEED SALES CAPABILITY FUNDAMENTALS TRAINING	Feed Sales Department (National)	August	Internal Webinar w/ Resource Speaker
	ECCP-FMI AI + Retail Trade   Reinventing Retail	Marketing	August	External Webinar
	Mid-Year Economic and Political Briefing 2021	Marketing	August	External Webinar
	Gender Equality for Corporate Communications	HRD	September	External Webinar
	Good Animal Husbandry Practices Training	Poultry and Livestock Group	October	Internal Webinar w/ Resource Speaker
	Animal Welfare Webinar: General Guidelines and Standards for Animal Facilities	Poultry and Livestock Group	November	External Webinar
	Grains and Oilseeds Conference	Procurement	November	External
	Transfer Pricing Landscape: Trends & Implications in Doing Business in the Philippines and APAC	Accounting	November	External
	Excellence in Customer Service Delivery Training	Feed Sales (National)	December	Internal Webinar w/ Resource Speaker

# **ANNEX N**

## HR and Merit Policy System

## **HRD POLICY - DEFINITION OF TERMS**

Policy Number - 001 rev. 1

Policy Dated 11/03/2003

Policy Group - HR

### **FOREWORD**

The management of Vitarich Corporation believes that the interests of the Company and that of its employees are one and the same. It also believes that in order to achieve its corporate goals, the Company's human resources must be used to the fullest.

Management therefore makes a commitment to:

- Treat employees with respect and dignity;
- Provide employees with opportunities for training, career growth and job satisfaction;
- Adopt and implement HRD policies, practices and procedures that will motivate employees to do their jobs more efficiently and effectively;
- Ensure that compensation and benefits are fair, just and commensurate to employees' responsibilities and contributions to the Company;
- Encourage a working climate of trust and confidence.

In turn, it expects a similar commitment from its employees to:

- Deliver a high level of work performance;
- Adhere to organizational norms, rules and regulations;
- Show loyalty to the Company;
- Exhibit intellectual honesty.

### **Section 1. DEFINITION OF TERMS**

**1. POLICY** - A standing decision formulated to guide actions on recurring situations.

**2. PROCEDURE** - A step-by-step statement on how a policy at work is to be carried out or implemented.

**3. EMPLOYEE** - Any person in the employ of the company.

#### **3.1 REGULAR EMPLOYEE**

One who performs work directly related to the regular operations of the company, has passed the probationary period of at least six (6) months, is placed in the company's regular roll and employed for an indefinite period unless terminated through just cause or as authorized by law.

#### **3.2 TEMPORARY EMPLOYEE**

One who is hired to perform work in a specific project or period upon completion of which his employment is terminated.

### **3.3. CASUAL EMPLOYEE**

One who is hired for a few days or a few months at a time to perform a unit of work or to fill a gap in the absence of an employee or to perform seasonal work or a specific project or undertaking.

### **3.4 PROBATIONARY EMPLOYEE**

One who is hired to occupy a regular position in the company for a specified trial period (usually six months) to determine whether or not he is qualified for the position he applied for.

### **3.5 CONTRACTUAL EMPLOYEE**

One who is hired to work on a specific project or projects on an individual employment contract basis. Duration of employment is specified in the contract.

**4. STRATEGIC BUSINESS UNIT (SBU)** - An independent or separate corporation responsible for profits and all critical aspects of operations including marketing, production, accounting, finance and HRD.

**5. SIZE OF SBU** - An SBU may be classified as large, medium or small depending on sales volume, assets deployed and number of people managed.

**6. DIVISION** - A division can be dependent or interdependent with another division within the corporation. It is responsible for profits and the critical functions of production and marketing; it shares responsibility with accounting and HRD.

**7. SIZE OF DIVISION** - A division may be classified as large, medium or small depending on sales volume, assets deployed and number of people managed.

**8. FUNCTION** - A function may be classified as critical (primary), major (contributory), or minor (shared/indirect).

8.1. CRITICAL contributes primarily to profitability i.e. Sales, Production.

8.2. MAJOR contributes significantly and directly to profitability i.e. Materials Management, HRD, Accounting, Finance.

8.3. MINOR contributes indirectly to profitability i.e. Insurance, Marketing Services, Auditing.

**9. SECTION** - A section manages either a single major function or two to three minor functions under a department.

**10. UNIT** - A unit manages a single minor function under a section.

**11. REGULATION** - Standards set to implement company policies and to guide the conduct and behavior of employees in relation to these policies.

**12. WAGE OR SALARY** - The remuneration paid to an employee by the Company for services rendered.

**13. SEPARATION** - Severance or termination of employment due to the following reasons:

**13.1 RESIGNATION** - The voluntary termination of employment by an employee.

**13.2 TERMINATION** - The severance of employment by an employer for causes provided for or sanctioned by law.

**13.3 RETIREMENT** - The cessation of employment in accordance with a collective bargaining agreement or the Sarmiento Group of Companies (SGC) Joint Retirement Plan of the Company.

**13.4 DEATH**

**13.5 TOTAL PERMANENT DISABILITY** - A condition of total inability of an employee to perform his customary employment or work of the same general character or some other similar work permanently.

**13.6 PARTIAL PERMANENT DISABILITY** - A condition wherein the employee suffers loss or impairment of certain parts of the body so that while he is able and capable to pursue his customary employment, he can no longer work with the same efficiency and competence as before the injury. The duration of impaired competence is permanent.

**14. CONFLICT OF INTEREST** - An employee, especially in the managerial/supervisory capacity, must act in the best interest of the company and shall not use or put himself in a situation which shall produce a conflict between his self-interest and the interest of the company.

**14.1** A conflict of interest situation exists when an employee by virtue of his position, can exert influence over certain decisions which can benefit him personally or others related to him acting in his benefit.

His influence can be by virtue of his own position and the decision-making authority vested in him, or by access to certain information, or by influencing other decision-makers in the company.

An employee who is engaged in businesses with the company and who makes decisions directly affecting his own businesses or those of his

relatives, must refrain from direct decision-making and instead elevate these decisions to the next higher officer for confirmation.

**14.2** A conflict of interest situation shall also include acceptance of any gift or favor from other persons of firm or supplier doing business with the company in exchange for preferential treatment or favor.

**15. MANAGERIAL EMPLOYEE** - His principal function is to lay down and execute managerial policies of the company. He has the authority to hire, terminate employment, transfer, suspend, lay off, recall, discharge, delegate, assign, or discipline employees.

**16. TECHNICAL AND STAFF (TS)** - Technical and Staff are professionals or management staff who are hired to perform specialized or technical tasks (e.g. Engineers, Chemists, Architects, Cost Accountants, Computer Programmers, etc.). Their work require the use of independent judgment.

**17. SUPERVISOR** - He supervises at least two people, recommends hiring and termination of employment of his subordinates and other HRD actions related to the performance of his job, and is responsible for the performance/accomplishment of at least two subordinates. His work requires the use of independent judgment.

**18. RANK AND FILE** - His principal function includes routine, manual and clerical tasks. This classification includes unskilled (e.g. Utilityman, etc.), semi-skilled (e.g. clerks, etc.) and skilled workers (e.g. technicians, data encoders, etc.)

## **POLICY ON RECRUITMENT, SELECTION AND PLACEMENT**

Policy Number - 002 rev. 1

Policy Dated 11/03/2003

Policy Group - HR

### **I. POLICIES**

#### **I.1 PLANTILLA**

All positions in the organization shall be covered by an approved plantilla submitted together with the budget every year.

#### **I.2 CREATION OF A NEW POSITION/NEW JOB LEVEL**

Any position/job level not included in the approved plantilla may be created in accordance with approved procedures.

#### **I.3 MANNING OF THE APPROVED PLANTILLA**

The criteria for recruitment and selection of new employees shall be based on mental and physical fitness, academic background, work aptitude and experience, suitable personality, and potential for future growth in the company.

#### **I.4 APPROVAL, RECOMMENDATION AND CONFIRMATION OF APPOINTMENTS AND TRANSFERS**

- a) The Executive Committee shall approve appointments and transfers of Presidents, SVPs, EVPs, and VPs and confirm those of AVPs.
- b) The President shall approve appointments and transfers of AVPs, recommend those of EVPs and confirm those of Department Heads(DHs).
- c) The Executive Vice-President shall approve appointments and transfers of DHs and confirm those below DHs. The SVP/VP shall approve those below DHs.

#### **I.5 REHIRING OF EMPLOYEES**

Employees dismissed for cause, retrenched, abolished or retired shall not be re-employed by the company. Employees who resign from the company for other causes may be rehired but will be considered new employees.

## **I.6 FILLING UP OF POSITIONS**

Before a vacant position is filled up, the possibility of adding that position's duties and responsibilities to an existing position shall be explored and if incorporated, the latter position shall be re-evaluated.

## **II. PROCEDURES**

### **II.1 MANPOWER REQUISITION FOR REGULAR HIRING**

- a) When a vacancy occurs due to separation, resignation, termination or retirement, the requesting unit accomplishes the Hiring Request Form (HRF) and attaches a copy of the job description and table of organization.
- b) The department head recommends approval of request.
- c) The HR Assistant and HR Head countercheck and review the request.
- d) The HR Manager evaluates and endorses the request.
- e) The VP approves and the President confirms the request.
- f) The HRF is returned to HRD.
- g) Three copies are made: 1-forwarded to the requesting unit, 2- master file,  
and 3- recruitment/201 file.
- h) The HR Assistant announces the vacancy through the HR database, e-mail broadcast, bulletin boards and/or scouts for qualified applicants.

### **II.2 RECRUITMENT/PLACEMENT AND SELECTION FOR REGULAR HIRING**

- a) The HRD posts notices of vacancies and circulates them to all departments to give employees the opportunity to apply for the opening.
- b) For vacancies filled from within the company, the employee transferred to the new position shall undergo a trial period (developmental assignment) of at least six (6) months on condition that he shall return to his former position if he does not pass the trial period.
- c) In filling positions from outside the company, the HR Department refer to its resume bank of former applicants and/or scouts for new applicants.

- e) Applicants fill up application forms and submit their resume.
- f) HRD screens the applications and sets the preliminary interview.
- g) Qualified applicants undergo the following tests: Personality; IQ/Mental Ability (Verbal IQ and Non-Verbal), Aptitude, Essay-type, Sales Series and Supervisory index, as applicable.
- h) HRD puts in active file those who pass the test.
- i) HRD interviews applicant and then refers applicant to requisitioning unit for interview.
- j) Requisitioning unit conducts interview(s) and actual trade/skill test, if needed. Notice to hire is then forwarded to HRD for processing.
- k) Qualified candidates submit the following requirements: 2 pcs. ID picture; medical and dental tests; SSS number; TIN; diploma and official transcript of records; NBI, Police and Baranggay clearances; residence certificate, and; clearance(s) from previous employer(s).
- l) Only physically fit applicants shall be considered. All applicants chosen for employment shall undergo medical examination provided by outside medical services.
- m) After he shows satisfactory fitness, a confirmation of appointment shall be issued. A regular employee cannot be assigned in a temporary or casual position.
- n) After reference check by HRD and background investigation on the prospective employee, the newly hired employee undergoes company orientation by HRD.

#### **II.4 HIRING THROUGH AGENCY**

- a) HRD coordinates with agency upon receipt of approved HRF.
- b) Agency endorses applicants to HRD.
- c) HRD interviews applicants, then selects and refers qualified applicants to requesting unit.
- d) Requesting unit head interviews and selects from screened applicants.

- e) HRD coordinates with agency regarding pre-employment requirements, physical exam, chest x-ray, urine and stool analysis, dental exam and other tests deemed necessary by the company.
- f) HRD coordinates with requesting unit heads the effectivity and duration of appointment and informs agency.
- g) HRD hires applicant.

## **POLICY ON EMPLOYEE DEVELOPMENT AND TRAINING**

Policy Number - 003 rev. 1

Policy Dated 11/03/2003

Policy Group - HR

### **I. POLICIES**

#### **I.1 HUMAN RESOURCES DEVELOPMENT**

Although employee development and training is a line function, the HRD shall take charge of coordinating, recording and processing these activities.

#### **I.2 TRAINING**

As part of its human resources development program, the company shall offer its employees in-house training as well as opportunities to attend outside seminars, special training, formal schooling and observation tours here and abroad. Training is the primary responsibility of line managers. To ensure that the programs are up to date, a training survey and analysis is conducted yearly based on the company's corporate directions.

##### **IN-HOUSE TRAINING**

- a) Basic training will be given to all new employees by the HRD on company history, organization, benefits, policies, basic procedures, facilities and corporate values.
- b) Special training are available to all employees who need to upgrade and enhance their skills. Programs such as technological, managerial, productivity measurement, analysis, and motivational sessions, and other professional development programs resulting from the Training Needs Analysis (TNA) are available throughout the year.
- c) Technical courses such as skills in motor rewinding or refrigeration and other courses may also be offered by the company in collaboration with outside technical training institutions.
- d) Modern training facilities are available at the Marilao Main Office. The company may also approve in-house training conducted in different training venue as required to meet the objectives and as the training and/or departmental budget permitted to do so.

##### **OUTSIDE TRAINING**

Regular employees may be sent yearly to fully subsidized training programs and/or conventions upon the recommendation of the manager and/or immediate superior.

### **I.3 RECIPROCAL SERVICE COMMITMENT**

- An employee who participates in a training that costs P5,000.00 and above is required to sign a Reciprocal Service Commitment Form.
- The employee-participant reciprocates the company through service based on the stated number of months per training investment:

P5,000	to	P14,999	-	Six (6) months
P15,000	to	P24,999	-	Twelve (12) months
P25,000	to	P34,999	-	Eighteen (18) months
P35,000	-	above	-	Additional three months.

Employee is liable to pay the pro-rated amount in case the said employee fails to complete the period required in the signed agreement, which amount represents the expenses incurred by the company in providing the necessary training of the employee.

Failure to complete the period under this agreement shall be understood to include abandonment, dereliction of duty, willful violation of company policies, deliberate failure to meet minimum standard set forth in the company and any intentional act with the intention of circumventing the payment of training accountability.

Above amounts are subject to review from time to time. Salaries shall not be included in the computation of the cost of training if the employee regularly reports for work during the training period.

describe The employee-participant is required to impart learning as necessary to co-employees/division within the reciprocal service term.

HRD The employee-participant should submit summary report of training, copy of the certificate of attendance and training manual to for external training attended.

## **I.4 ORIENTATION**

Orientation to company policies and procedures is the primary responsibility of line managers. All new employees must undergo an departmental/divisional orientation not later than one month after probationary appointment.

## **I. PROCEDURES**

### **II.1 IN-HOUSE SEMINARS**

- a) HRD will refer to approved training calendar of the year.
- b) HRD will notify the identified participants during the process of TNA.
- c) In case of changes in the original list of delegates or for additional participants, HRD will notify the Department Head who is most in need of the particular training.
- d) The Department Head will choose among his people based on the requirement of the job for maximum performance and submits his recommendation to HR Assistant for Training who makes sure that there is no duplication of courses attended.
- e) Supervisory level employees who attend in-house seminars after office hours are not entitled to overtime pay. Rank and file will receive overtime pay if the company required the training.
- f) An employee who is required to attend a seminar during office hours shall be considered absent from work if he fails to attend the training and yet fails to report for work.

### **II.2 OUTSIDE SEMINARS**

- a) The advantage of attending the external training is given to regular employees.
- b) In applying for external training, either the employee himself initiates the application that is duly approved by his Department Head or the Department Head chooses delegate(s) to attend the needed training.
- c) External Training Application form with the approval of the Immediate Head is submitted to HRD for approval and/or processing.

- d) The HR Assistant for Training certifies the last seminar attended by the employee and the suitability of the current seminar applying for. He makes sure that there is no duplication of courses attended.
- e) In case the HR Assistant for Training approves external training application, he recommends it to the HR Manager and President with payment requisition.
- f) The employee-participant of the training should abide the policies required in attending external training and that stated in the Reciprocal Service Agreement (if needed).

### **III.3 SPECIAL TRAINING**

- a) The company shall sponsor all the expenses of an employee sent on special training, formal schooling or observation tour.
- b) The cost of training shall be booked in a special account as advances to the employee, to be amortized within the guaranteed period of reciprocal service. The policy on liquidation of cash advances shall not apply to this special account.
- c) An employee who resigns during or after training or before he completes the required period of reciprocal service will reimburse to the company the cost of training remaining un-amortized at the time of his resignation.
- d) The candidate for training and the President shall agree on the terms and conditions and document this agreement.
- e) Training which involves foreign travel need the prior approval of the Chairman of the Board and the President. For travel to US and Europe, the Chairman and President are authorized to approve up to 15 days. For travel to Asia, they are authorized to approve up to 30 days. Foreign travel exceeding the above require prior approval from the Executive Committee.

### **II.4 MANAGEMENT TRAINING**

- a) Employees who have been identified as having the potential to assume positions of greater responsibility shall be subjected to tests and shall undergo the basic training programs to prepare the individual to effectively and efficiently handle the job he will assume. The HRD shall indicate these programs in their specific plans and programs for the year.
- b) To ensure that managers are abreast with the latest trends and

whether techniques within their functional areas, their development  
shall in seminars, workshops, on the job training, observation tours  
be a continuing activity.

- c) Supervisors must attend basic supervisory training prior to assuming office as supervisor.

## **POLICY ON WAGES AND SALARIES**

Policy Number - 004 rev. 1

Policy Dated 11/03/2003

Policy Group - HR

### **I. GENERAL POLICY**

**I.1** It shall be the responsibility of the company:

- a) to compensate its employees equitably and justly.
- b) to recognize the employees' qualification, productivity, seniority and loyalty.
- c) to be competitive within the industry, maintain its leadership in the community while keeping in mind the company's capability to sustain its wage and salary program.
- d) to recognize excellence and quality of work performed.

**I.2** The company's compensation program should provide an equitable and systematic method of determining the relative value of each job.

**I.3** It should recognize the contribution of each individual employee towards meeting company goals and unit objectives based on his job performance.

### **II. GENERAL POLICIES**

#### **II.1 JOB DESCRIPTION**

The immediate superior takes charge of writing the job analysis, which is the detailed examination of the tasks, duties and responsibilities to be performed by a worker or employee in a particular position. He is also responsible in providing the job specification, stating the qualification requirement of the job such as knowledge, skills, abilities and experiences.

A copy must be submitted to HRD for further analysis and duly signed by the particular department and HRD in finalized.

#### **II.2 JOB EVALUATION**

A job evaluation committee determines the relative value of an employee's job in relation to the other jobs in the organization based on the job description and the organizational set-up of the unit.

### **II.3 JOB SALARY RANGE**

A salary range, based on internal salary curve and comparative labor market study shall be established for each job.

### **II.4 JOB PERFORMANCE**

Regular administration of performance appraisal shall be conducted to quantify the employee's productivity improvement in relation to previous performance and to the standards of the job. The results of performance appraisal ascertain training needs and the relationship between job satisfaction and performance. It is also a tool to determine eligibility of an employee for merit increase within the job salary range or his movement from one job level to another.

### **II.5 WAGE AND SALARY ADMINISTRATION**

Salary adjustments shall respond to:

- a) exigencies of the times - general increase
- b) government mandate - compliance with government legislation
- c) performance -
  - (1) promotions - upward movement within the organization, from one job level to another; assuming greater responsibility in recognition of good performance in his present job.
  - (2) merit increase - upward movement within the salary range, reflecting the employee's good performance in his present job.

## **III. JOB DESCRIPTION**

**III.1** A written job description shall include a summary of general responsibility and accountability; and scope of an employee's job; a detailed listing of responsibilities and accountabilities and the job specifications (course, entry age, special skills, etc).

**III.2** The supervisor/manager shall be responsible for preparing a job description based on actual responsibilities and accountabilities. He may

ask for HRD assistance in preparing or updating the description by means of a job questionnaire.

**III.3** A completed job description shall be reviewed and approved by two levels of supervision. All job descriptions must be reviewed by HRD.

**III.4** The supervisor and the employee shall review the job description annually to ensure that it accurately reflects the responsibilities and accountabilities of the job. A new job description may be prepared if the old one is no longer accurate following the same procedure.

#### **IV. JOB EVALUATION (JE) POLICY**

Job evaluation is a system of rating a job using a standardized job evaluation method (the point rating system).

##### **JE PROCEDURE**

**IV.1** The department/unit submits position(s) for job evaluation (with the attached approved job descriptions) to division head. These position(s) for evaluation usually fall under these categories: a. newly created position; b) enhanced (or decreased) job content caused by merging of positions or absorption of functions.

**IV.2** Division head reviews job description and endorses to HRD for evaluation.

**IV.3** HRD will review the documents and ascertain if the positions needs to be evaluated. For multiple positions to be evaluated, HRD may form a Job Evaluation Committee. HRD and the committee evaluate the position using the point rating system.

**IV.4** HRD and/or the committee evaluate each job in terms of four basic factors and determine the extent to which each of the factors is present in the job.

**IV.5** Evaluation Factors

A. Supervisory and Professional Jobs:

a) Skills and Knowledge- includes: 1. Education; 2. Experience and Training; and 3. Human Relationship Skills

b) Responsibility - obligations and accountabilities inherent on or assigned to the job. Includes: 1. Supervisory Responsibility (complexity of line and functional supervision and number of line person supervised); 2. Freedom to Act; 3. Consequences of Decisions and Actions, and; 4. Confidential Data.

c) Effort- mental and physical aspects that must be endured on the job; Complexity of Work

d) Job Conditions- Working conditions that must be endured on the job.

**B. Technical and Staff Jobs:**

a) Skills and Knowledge- includes: 1. Education; 2. Experience and Training; and 3. Human Relationship Skills

b) Responsibility - obligations and accountabilities inherent on or assigned to the job. Sub Factors:

1. Freedom to Act; 2. Consequences of Decisions and Actions, and; 3. Confidential Data.

c) Effort- mental and physical aspects that must be endured on the job; Complexity of Work

d) Job Conditions- Working conditions that must be endured on the job.

**C. Clerical and Manual Jobs:**

a) Skills and Knowledge- includes: 1. Education; 2. Experience and Training; and 3. Resourcefulness and Ingenuity

b) Responsibility - obligations and accountabilities inherent on or assigned to the job. Sub Factors:

1. For Errors; 2. For Company Resources, Equipment and Materials.

c) Effort- Sub-Factors: 1. Physical Demands, 2. Mental and Visual Demands

d) Job Conditions- Sub- Factors: 1. Working Conditions and 2) Work Hazards

**IV.6** HRD and/or committee shall evaluate the job in relation to each of the factors present in the job, and use the rating plan to assign appropriate degrees for each factor.

**IV.7** HRD shall assign the appropriate point value for each degree, using the Table of Point Values per Job Classification (i.e., Supervisory and Professional, Technical and Staff, Manual and Clerical)

**IV.8** Points for each factor shall be added together resulting in a point total for each job. Note: point totals are not comparable in different job classifications. The corresponding job grade and level shall then be ascertained based on the total points of the job.

**IV.9** For Technical and Staff, Clerical and Manual the HRD Manager approves the job grade and level.

**IV.10** For Supervisors and Professional jobs, the HRD Manager approves and President confirms.

**IV.14** Upon confirmation, HRD prepares employees Appointment And Pay Authorization (APA).

## **V. JE ADMINISTRATION AND MAINTENANCE**

**V.1** The requisitioning department head and division manager concerned approves the creation of a new position with a written job description attached to the HRF.

**V.2** The new position shall be evaluated in terms of its position in the salary evaluation chart. The HRD and/or committee shall evaluate and classify the job and recommend its proper range using the point rating system.

**V.3** The listing of classified jobs shall be reviewed periodically to remove obsolete jobs and update job titles (they should be short, maximum of three words) and content. New job questionnaire forms should be accomplished for the update.

**V.4** Use of job titles shall be controlled. A title can be used only if it is in the approved list or is approved by HRD and/or Job Evaluation Committee.

**V.5** As jobs go up the salary range, certain levels may have to be deleted in order to streamline the listing.

**V.6** Creation of new positions shall always require approval by the President.

## **VI. JOB SALARY RANGE POLICY**

**VI.1** The salary range shall express the minimum to maximum Peso-Range that the company pays for a specific job. It shall be directly related to the skills or knowledge required to do a job.

**VI.2** The salary range shall be based on the company's objectives in the compensation area, particular and general economic conditions, and its competitive position based on wage and salary surveys.

- VI.3** Salary ranges shall be formulated based on job grades (jobs grouped together as a result of point totals from the job evaluation). Each job grade shall have its own salary range. Jobs that fall under the same job grade shall have the same salary range. The minimum and maximum rates are higher in each succeeding grades. In cases where salary ranges overlap, an experienced employee in one grade may be paid more than a beginner in a higher grade. The peso size of the range also grows in succeeding higher grades because of increased job complexity.
- VI.4** The peso amount assigned to a particular salary range shall change from time to time, as influenced in both internal and external factors.
- VI.5** Non government-decreed salary adjustments shall not necessarily include individual employee salaries except those whose salaries fall below the minimum rate. These adjustments, however, provide employees with a greater opportunity for salary growth within their respective salary ranges.

## **VII. JOB PERFORMANCE POLICY**

The company shall regularly review individual performance based on pre-agreed commitments and performance standards, relative to the goals and objectives of the company in attaining the desired individual and group productivity.

The Performance Planning and Evaluation (PPE) system shall improve individual productivity, plan out individual performance improvement, conduct employee counseling, promote a healthy subordinate-superior relationship, and ensure industrial harmony, job stability and job satisfaction.

Performance Planning and Evaluation will be conducted once a year to quantify the employee's productivity improvement in relation to previous performance and to the standards of the job. Results of this activity will be utilized for the following reasons: training needs analysis, gauging the relationship between job satisfaction and performance, setting the criteria and standards of performance internally for the organization, identifying key performance indicators for maximum performance, determining eligibility for merit increase, career planning and for gauging the effectiveness of supervisory policy.

For training purposes, Performance Planning and Evaluation will be conducted to at least 75% of employees who have had training intervention for the last six months.

## **PROCEDURES:**

**VII.1** The PPE program of the company involves several steps.

a) The immediate superior discusses the job description with his subordinates, agrees on the content, scope and accountabilities to the job, and relates this to the objectives of the unit and the goals of the organization.

b) The immediate superior and employee with the help of Competency Focus Team and HRD establish performance standards (measured levels of activity that are deemed reasonable in the accomplishment of a job under normal conditions) through the following steps:

1) Pinpoint Key Performance Indicators (KPIs) under Functional Competencies for maximum job performance in relation with the Job Families.

2) Prepare specific activities of KPIs and expected performance based on the unit's plans and programs, budget, time and motion study, and historical records.

3) Agree on KPIs and specific activities stated and establish the standard incremental level for each activity. The incremental levels shall be subjected to three progressions: basic, intermediate and proficient.

4) Add the KPIs/ Functional Competencies with standard incremental levels to Core Competencies in the Performance Planning and Evaluation Form.

c) Immediate superior and employee record and monitor the progress of performance based on standards, which is in a graphical representation.

d) Immediate superior evaluates employee performance on an annual basis using the Performance Planning & Evaluation Form.

1) HR Assistant for Training schedules the departments for PPE administration.

2) Immediate superior and employee accomplish the PPE form with the assistance of HR Assistant for Training.

3) PPE data are to analyze and summarize in a graphical representation.

4) PPE forms of employees are filed in their respective 201 File.

5) Completion of PPE process should not be later than January 31 covering the January-December of the preceding year

e) The average of the present PPE results may be compared to the previous performance rate as the basis of merit increase.

## **VIII. HIRING AND PERMANENCY RATES POLICY**

**VIII.1** The company shall maintain wage and salary ranges which are equitable for all applicable positions using as guidelines internal position relationships, data obtained from periodic industry and community survey among leading employers, and adjustments for economic salary trends.

**VIII.2** All jobs in the company shall be classified into various pay classes, with a minimum and maximum pay for each class.

**VIII.3** All wage and salary increases shall follow the graduated fixed steps in the pay class and be within the range of the employee's position.

### **HIRING RATE PROCEDURES**

**VIII.4** The hiring rate of a new employee as provided for in the salary range is 10 percent below the minimum rate of the position for which the employee is being hired.

**VIII.5** Exceptions are allowed for jobs which require certain qualifications or with market scarcity. The division manager discusses case with HRD for a competitive hiring rate subject to the approval of the next higher authority.

**VIII.6** In rare instances, the starting rate of employee may fall below the standard hiring rate. In this case, the salary of the newly hired employee should be adjusted to the minimum rate within a year. Otherwise, his job shall be reclassified after a year.

### **PERMANENCY SALARY ADJUSTMENTS PROCEDURES**

**VIII.7** Newly hired employees who successfully pass the six months probationary period are granted a salary adjustment to the minimum rate of his position.

**VIII.8** Newly hired employees hired at or beyond the minimum may be recommended for a permanency adjustment:

- a) Outstanding performance may be given two steps of the fixed step increase in the approved salary structure, not exceeding 10 percent of the minimum rate of the job level.

- b) Above average performance may be given one step of the fixed step increase in the approved salary structure, not exceeding 5 percent of the minimum rate.
- c) Satisfactory performance has no permanency adjustment.

## **IX. INDIVIDUAL SALARY ADMINISTRATION POLICY**

- IX.1** The company shall provide incentives to employees who constantly perform at their highest proficiency level and who strive to develop and improve their skills.
- IX.2** The company shall fill up all vacant or newly created higher positions as first priority by transfer or promotion of qualified employees within the company.
- IX.3** As a matter of company policy, demotion is never encouraged and should be avoided because of its demoralizing effect on the worker and the work environment.

### **PROMOTIONAL ADJUSTMENT**

- IX.4** An employee who is promoted or assigned to a new position which is in a higher salary group than the one previously assigned shall undergo a Developmental Assignment wherein employee shall assume the functions of the new job for a period corresponding to a probationary appointment (three to six months). During this phase, no change in salary and benefits shall take effect. The same policy shall apply to an employee whose current position is re-evaluated and moved to a higher position due to an increase in the employee's duties and responsibilities.
- IX.5** Salary adjustments may be granted to the employee after passing the Developmental Assignment period.
  - a) Upon confirmation of promotion, salary is adjusted to minimum rate of the higher job level post only if salary of promotee is below that rate but shall not exceed 20% increase, whichever is lower. Otherwise, no adjustment is necessary.
  - b) Promotional increase in excess of minimum of the grade is considered a merit increase.
- IX.6** An employee may not be promoted from rank and file to supervisory or from supervisory to managerial position without going through the battery of tests required by HRD.

## **DEMOTIONAL ADJUSTMENT**

**IX.7** A salary reduction is required in the following cases:

- a) An employee is assigned to a position in a lower salary bracket compared to his present position.
- b) An employee's position is assigned to a lower salary bracket after being re-evaluated.
- c) An employee submits to voluntary demotion. He requests transfer to a lower level position and agrees to a reduction in pay not lower than the minimum rate of the lower level position.
- d) An employee is demoted due to reorganization. Because this is a management action, the employee concerned will not suffer a reduction in actual pay although his position will follow new job classification for purposes of subsequent HRD action.

## **SPECIAL MERIT INCREASE**

**IX.8** Subject to budgetary limitations, the company may grant individual merit increases in order to reward deserving employees or compensate employees for added duties and responsibilities.

- a) A special merit increase shall be considered only on the basis of performance and merit, after a review of the employee's service record.
- b) It shall not exceed one fixed step increment (equivalent to at least 10 percent of the minimum rate) of the employees pay class. In highly exceptional and meritorious cases, a wage increase of not more than three fixed steps (equivalent
- c) to at least 15 percent of the minimum rate) within the pay class may be granted.
  - c) An employee's salary may not be raised beyond and above the maximum rate of the pay class in which his position belongs unless the employee is promoted to a position belonging to a higher pay class or his position is reclassified to a higher pay class due to added duties and responsibilities.
  - d) A merit increase is usually granted only once in 12 months. In highly exceptional cases, an outstanding employee may be recommended for a special merit increase after six (6) months. This shall be justified in writing, recommended by the immediate supervisor, endorsed by the next higher supervisor, and confirmed by the

President. Under the forced distribution policy, not more than 20 percent may qualify for this special increase.

- e) An employee shall not receive total increase of more than 30 percent of his basic pay in one year (inclusive of all increases such as promotion, merit, general, or government-mandated).

### **SPECIAL MERIT INCREASE PROCEDURES**

Salary changes resulting from special merit increase are accomplished as follows:

- a) DH submits recommendation for salary adjustment with justifications and accomplished performance planning and evaluation forms to the HRD.
- b) HRD studies and evaluates the recommendation, analyzes it on the basis of work importance and 201 file of employee, and makes sure that the recommended increase conforms with established policy.
- c) HRD submits results of analysis with comments and recommendations to the division head/President for final action, subject to the president or chairman's confirmation.
- d) Upon approval of the recommendation, the forms shall be returned to HRD for APA preparation.

## **X. MERIT INCREASE POLICY**

- X.1** The company shall review the salaries of all regular employees at least annually to meet changing economic conditions. Salary reviews and any resulting salary action coincide with performance reviews.
- X.2** The company shall reward excellent individual performance through merit increase.
- X.3** The availability of funds may affect the amount and timing of increases from year to year. However, in any given year, the relative size and timing of merit increases depend primarily on employees job performance rating and his position within the unit's performance as a group (i.e. Bell Curve).
- X.4** The company shall immediately comply with government-mandated increases. However, if the increase is greater than the budgeted increase for the year, merit increase shall only be granted to outstanding employees.

**X.5** As a general rule, employees shall be entitled to only one salary adjustment in a year, either a merit increase or a general increase unilaterally given by the company or government-mandated.

**X.6** All regular employees who have worked for a year shall be entitled to a general merit increase.

### **MERIT INCREASE PROCEDURES**

a) All managers submit to HRD a divisional/departmental merit increase allocation based on the accomplished performance appraisal from and commitment sheet.

b) If the Performance Appraisal (PA) has been properly implemented and evaluation has been done as per schedule then the result should be as such:

(1) All managers submit to HRD a divisional/departmental merit increase allocation based on the accomplished performance appraisal from and commitment sheet.

(2) If the PA has been properly implemented and evaluation has been done as per schedule then the result should be as such:

i. Employees who have complied with more than their commitment in the PA – Excellent or Exceptional (Outstanding and Above Average).

ii. Employees who merely comply with the commitments – Minimum Acceptable (Average)

iii. Non-accomplishment of commitments – Poor (Below Average)

c) Only when the PPE is not properly accomplished or submitted on time will the forced distribution/forced ranking be applied.

d) Line managers have up to 15 days from the deadline to request for reconsideration. After this period, HRD may implement the forced ranking or forced distribution as follows:

20%	-	Outstanding
30%	-	Above Average
45%	-	Average
5%	-	Below Average

e) On a year to year basis, management shall announce its budget for merit increases as well as the percentage increase for all levels of performance from Outstanding down to Below Average in accordance with total

corporate performance, company's ability to pay, and HRD wage surveys.

- f) HRD reviews; AVP and HRD endorse; and President approves all merit increases.
- g) Promotional/permanency adjustments processed within a period of three months or 90 days from the cut-off period of the merit increase shall be considered part of the merit increase.
- h) Merit increases processed within a period of 12 months from the cut-off period of the merit increase shall be considered part of the merit increase.
- i) Deviations may be allowed on a case to case basis. Outstanding employees affected by the foregoing conditions could be recommended for special considerations if justified by the immediate superior and endorsed by the division manager. The president approves or disapproves the deviation.

## **XI. SALARY CHANGES PROCEDURE**

**XI.1** All salary adjustments or increases shall be made according to the following procedures.

- a) HRD prepares APA with the following signatories: (DH recommendation), HRD (review), Division Manager (approval), AVP or next higher officer (confirmation).
- b) DH concerned presents justifications subject to the following approval: DH (recommendation, Division Manager (endorsement), HRD (evaluation), AVP or next higher officer (approval), President (confirmation).

**XI.2** Management, in its planning session, shall indicate its budget for salary increases. This allocation will be the result of a review of several factors, i.e. capacity of the company, community and industry study, inflation, and other external circumstances.

Government-mandated increases shall become part of management's budgeted increase for the year. If there is a difference, the higher figure will prevail.

## **POLICY ON THE NON-REHIRING OF DISMISSED, RESIGNED, RETRENCHED OR RETIRED EMPLOYEES**

Policy Number - 008 rev. 1

Policy Dated 11/03/2003

Policy Group - HR

### **RATIONALE**

The Company shall only employ people who are equipped with the necessary knowledge, skills, values, and attitudes and on the overall, those that will surely contribute to the profitability and growth of VC. For this reason, it shall deviate from re-hiring dismissed/resigned/retrenched or retired personnel unless otherwise dictated by business conditions or there are no other successor to the resigned individuals.

### **POLICIES:**

1. Former employees dismissed for cause by the Company, shall automatically and permanently be disqualified for re-employment and from recommending friends and relatives for employment in the Company.
2. Rehiring of resigned employees shall be allowed only under the following conditions:
  - a. Directive by the CEO, and/or President
  - b. Expertise is badly needed to the Company and nobody can ably undertake such a responsibility., as approved by the President.
3. Exception on re-hiring shall be approved by the CEO or President, recommended by the Div. Head and HRD Head.

Further, an employee who is due for abolition or retrenchment may seek to apply in any open position where he/she is qualified and must signify his/her intent within the 30-day notice before the effectivity of abolition. However, the application shall have no effect on the status or effectivity of abolition.

# **ANNEX O**

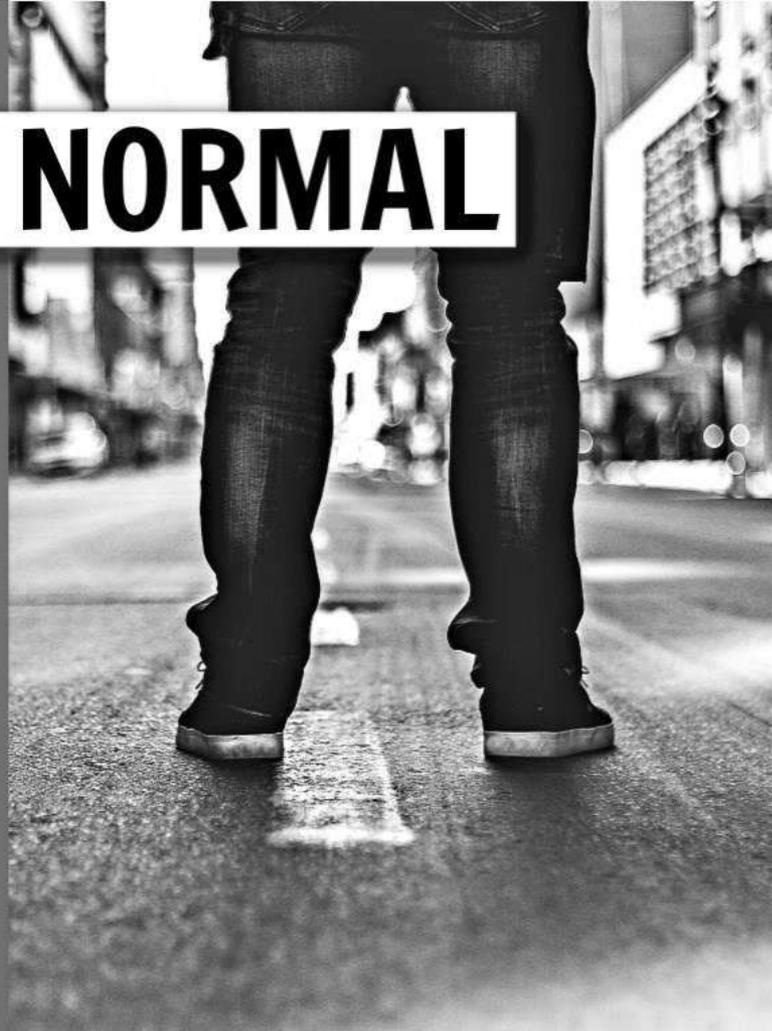
## Health and Safety Welfare Program and Practices



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LIVES™**

# THE NEW NORMAL

ADJUSTING  
TO  
PANDEMIC  
LIFE





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# **WORKPLACE MANAGEMENT PLAN**

## **WORK PLACE SAFETY AND HEALTH**

- A. Increase Physical and Mental Resilience**
- B. Preventing the Transmission of Covid 19**
- C. Minimize Contact Rate**
- D. On Reducing The Risk of Infection from Covid 19**





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NOURISHING  
LIVES™**

# NEW NORMAL: RISK REDUCTION MEASURES

## ***Foot Baths and Vehicle Sanitation***

- Upon Entry, one must step on the Foot Bath.
- For vehicles, tire bath or vehicle spraying will be done. (Non-corrosive disinfectants)





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# NEW NORMAL: RISK REDUCTION MEASURES

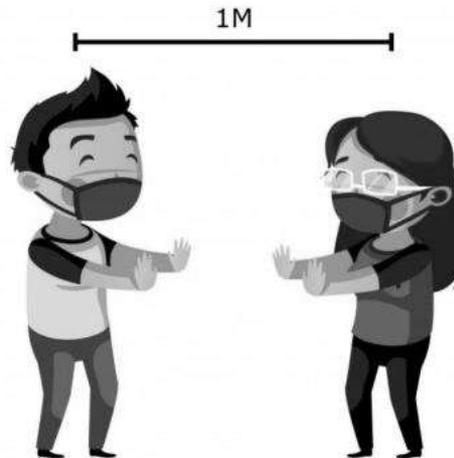
## ***Wash! Wash! Wash!***

- Employees will be required to perform handwashing or disinfection regularly.
- An Office-wide Alert will be sounded off for this reminder.
- A reminder thru a recorded song or ring tone will be the indicator for this practice.
- Disinfection of the work areas will be done regularly.



## ***So close yet so far!***

- Employees must strictly follow the one (1) meter physical distancing rule\*
  - Loitering is not allowed.
  - Eating Areas: 1 meter minimum
- \*New WHO recommendation is two(2) meters



## ***Provision of Vitamins for our Workforce***



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# NEW NORMAL: RISK REDUCTION MEASURES

## Masks On!

- Employees must wear their masks at all times
- No mask, No Entry



## Health Declaration

- Employees and visitors must complete a Health Declaration
- Their Temperature must be taken well. (Thermo scanner)

2. All visitors shall accomplish the visitor's checklist

**Health Checklist**

Temperature:

Name: \_\_\_\_\_ Sex: \_\_\_\_\_ Age: \_\_\_\_\_

Residence: \_\_\_\_\_

Nature of Visit: Official:  Personal:  **If official, fill-in company details below**

Company Name: \_\_\_\_\_

Company Address: \_\_\_\_\_

		Yes	No
1. Are you experiencing: (nakakaranas ka ba ng:)	a. Sore throat (pananakit ng lalamunan / masakit lumunok)	<input type="checkbox"/>	<input type="checkbox"/>
	b. Body pains (pananakit ng katawan)	<input type="checkbox"/>	<input type="checkbox"/>
	c. Headache (pananakit ng ulo)	<input type="checkbox"/>	<input type="checkbox"/>
	d. Fever for the past few days (Lagnat sa nakalipas na mga araw)	<input type="checkbox"/>	<input type="checkbox"/>
2. Have you worked together or stayed in the same close environment of a confirmed COVID-19 case? (May nakasama ka ba o nakatrabahong tao na kumpirmadong may COVID-19 / may impeksyon ng coronavirus?)		<input type="checkbox"/>	<input type="checkbox"/>
3. Have you had any contact with anyone with fever, cough, colds, and sore throat in the past 2 weeks? (Mayroon ka bang nakasama na may lagnat, ubo, sipon o sakit ng lalamunan sa nakalipas ng dalawang (2) linggo?)		<input type="checkbox"/>	<input type="checkbox"/>
4. Have you travelled outside of the Philippines in the last 14 days? (Ikaw ba ay nagbiyahe sa labas ng Pilipinas sa nakalipas na 14 na araw?)		<input type="checkbox"/>	<input type="checkbox"/>
5. Have you travelled to any area in NCR aside from your home? (Ikaw ba ay nagpunta sa iba pang parte ng NCR o Metro Manila bukod sa iyong bahay?) Specify(Sabihin kang saan): _____		<input type="checkbox"/>	<input type="checkbox"/>

I hereby authorize [name of establishment], to collect and process the data indicated herein for the purpose of effecting control of the COVID-19 infection. I understand that my personal information is protected by RA 10173, Data Privacy Act of 2012, and that I am required by RA 11469, Bayanihan to Heal as One Act, to provide truthful information.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_





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# NEW NORMAL: RISK REDUCTION MEASURES

## VIDEO CONFERENCING

- Minimize face to face interaction
- Encourage Zoom meetings





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# **NEW NORMAL: RISK REDUCTION MEASURES**

## **OFFICE SPACE / WORK AREA CONSIDERATIONS**

- Available Floor space
- Physical Sizes of tables
- Ability of Partition tables to be reconfigured to either one table or straight one side setup
- Physical distancing of one(1) to two(2) meters
- Computed maximum no of personnel per office/room
- Foot Traffic will be one way as much as possible
- Different Entrance and Exit, provided if office has two doors





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# Strict Implementation





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Others

## Face Masks



## Face Shield



### YOUR LOGO + FACE SHIELD CAP

- Protects your workforce
- Customize with company/brand logo
- Detachable Face Shield
- Great addition to company uniform



\*Bulk / Wholesale Order  
G.L. SATELLITE MARKETING





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## 1. Proper Hand Sanitization Method



sample





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# Others

## Proper Hand Washing

### TAMANG PARAAN NG PAGHUHUGAS NG KAMAY

Ang wasto at regular na paghuhugas ng kamay ay mabisang paraan upang makaiwas sa mga sakit. Ito ay makatutulong sa pagpigil ng pagkatal ng virus na nagdudulot ng sakit.

- Basin ng tubig ang mga kamay at sabunin.
- Sabunin ang mga palad.
- Sabunin ang likod ng mga kamay.
- Kuskusin ang mga pagitan ng dalit.
- Kuskusin ang mga kuko.
- Kuskusin ang pagitan ng mga hinlalaki.
- Kuskusin ng palat ang mga dulo ng mga dalit sa magkabilang palad.
- Barlawang mabali sa malinis na tubig at pahuyin ang mga kamay gamit ang single-use towel.

[www.vitarich.com.ph](http://www.vitarich.com.ph) | 070-1001, 070-000

**VITARICH CORPORATION**

sample





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# Others

## Signages



**VITARICH**  
**REDUCE YOUR RISK OF  
COVID-19**

 <p><b>CLEAN YOUR HANDS OFTEN</b></p>	 <p><b>COUGH OR SNEEZE IN YOUR BENT ELBOW NOT YOUR HANDS!</b></p>	 <p><b>CLEAN AND DISINFECT FREQUENTLY TOUCHED OBJECTS AND SURFACES</b></p>
 <p><b>AVOID TOUCHING YOUR EYES, NOSE AND MOUTH</b></p>	 <p><b>AVOID CLOSE CONTACT WITH SOMEONE WHO IS SICK</b></p>	 <p><b>LIMIT SOCIAL GATHERINGS AND TIME SPENT IN CROWDED PLACES</b></p>



**VITARICH**  
**KNOW YOUR  
SYMPTOMS**

<b>COVID-19</b>	<b>FLU</b>	<b>ALLERGIES</b>
<b>FEVER</b>	<b>SUDDEN FEVER</b>	<b>SNEEZING</b>
<b>DRY COUGH</b>	<b>COUGH</b>	<b>COUGH</b>
<b>DIFFICULT IN BREATHING OR SHORTNESS OF BREATH</b>	<b>HEADACHE</b>	<b>RED, WATERY ITCHY EYES</b>
<b>FATIGUE</b>	<b>MUSCLE AND JOINT PAIN</b>	<b>RUNNY NOSE</b>
<b>LESS COMMON: BODY ACHES, RUNNY NOSE SORE THROAT, DIARRHEA</b>	<b>SORE THROAT</b>	
<b>*SOME PEOPLE WITH COVID-19 MAY NOT DEVELOP ANY SYMPTOMS</b>	<b>RUNNY NOSE</b>	

SOURCE: WORLD HEALTH ORGANIZATION,  
AMERICAN CENTERS FOR DISEASE CONTROL PREVENTION (CDC)



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# Others

## 3. Proper Coughing/ Sneezing Etiquette

### IWASAN ANG SAKIT

Takpan ang bibig at ilong kapag babahing o uubo.



Use your upper sleeve.



Use a tissue.



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CORPORATION**

sample





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#### 4. Maintain Social Distancing (Eating Areas, Lobby etc.)

sample



# **ANNEX P**

## HR Policy on Training and Development

# Organization Capability Building Program



<b>MANAGERS</b>	<b>DEPARTMENT HEADS</b>	<b>SUPERVISORS</b>	<b>FOREMEN</b>	<b>ANALYST/STAFF</b>
VITARICH COMPANY ORIENTATION				
VITARICH VALUES FORMATION				
CAREER / LIFE PLANNING				
SELF MANAGEMENT				
MANAGING CUSTOMER SATISFACTION				
WORKING TOWARD A COLLABORATIVE ORGANIZATION				
TEAM PLAYER				
MANAGERIAL SKILLS DEVELOPMENT		SUPERVISORY SKILLS DEVELOPMENT		COMPUTER LITERACY
VITARICH LEADERSHIP		JOB INSTRUCTION		PROJECT MANAGEMENT
COUNSELING SKILLS				
VITARICH TEAM MANAGEMENT & DEVELOPMENT				
MEETING MANAGEMENT				
TECHNICAL SKILLS				
PRESENTATION SKILLS				
PROBLEM SOLVING AND DECISION MAKING SKILLS				
HUMAN RESOURCE MANAGEMENT		LABOR RELATIONS SKILLS		
SPECIAL PROGRAMS				

**ASSISTANTS**

**COMMISSION EARNERS**

**BLUE COLLARED**

VITARICH COMPANY ORIENTATION				
VITARICH VALUES FORMATION				
CAREER / LIFE PLANNING				
SELF-MANAGEMENT				
MANAGING CUSTOMER SATISFACTION				
TEAM PLAYER				
CLERICAL SKILLS	SELLING SKILLS	COMPUTER LITERACY / ORACLE		
COMPUTER LITERACY				
TECHNICAL SKILLS				
SPECIAL PROGRAMS				

**Maria Diana M. Cuna**

OD Consultant  
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# **ANNEX Q**

## Training and Development Programs



## VITARICH 2021 ACTUAL TRAINING

Continuing Learning & Devt Program per Vitarich Curriculum (CLDP)	TRAINING COURSE	Target Attendees	Month	Venue
	NEO- New Employees Orientation	New Employees	Whole year round as need arises	Internal
	The First Philippine Procurement Summit	Procurement Department	January	External Webinar
	Labor Standards and Labor Relations Compliance Workshop	HR Department	February	Internal
	DOLE Department Order: Guidelines in Workplace and Public Transport Ventilation in the Context of COVID-19	Legal	March	External Webinar
	Basic Supervisory Skills Training	Supervisors (Mindanao)	September	Internal Webinar w/ Resource Speaker
	Follow Through of CSR/RBC Training of Trainers	HR Department	September	External Webinar
	Company Rules and Regulations Cascade	Managers	November	Internal

Compliance Programs (CP)	TRAINING COURSE	Target Attendees	Month	Venue
	ECCP Health and COVID-19 Vaccine Series: The Road to Herd Immunization	HR Department	January	External Webinar
	ISO Refresher Training ISO 22000:2018	VisMin Feeds Operations	January	Internal Webinar w/ Resource Speaker
	The Vaccine Journey: Health Logistics	HR Department	February	External Webinar
	Hazard Analysis and Critical Control Point Review	Mindanao Feeds Operations	February	Internal Webinar w/ Resource Speaker
	Warehouse Roles and Inventory Control Refresher Training	Vis-Warehouse Department	March	Internal
	The Taxpayer's Fair Share: Corporate Income Tax Preparation and Filing	Accounting	March	External Webinar
	ISO 22000:2018 FSMS Documentation	VisMin Feeds Operations	March	Internal Webinar w/ Resource Speaker
	Keeping the Workplace a Safe Space: Employers at the Forefront	HR Department	March	External Webinar
	Safety in the Workplace: Why COVID-19 Vaccination is Important	HR Department	March	External Webinar
	SSS Digitalization Programs and New EC Benefits	HR Department	March	External Webinar
	Internal Audit Training	VisMin FSMS Safety Teams	March	Internal Webinar w/ Resource Speaker
	Pag-IBIG in the Time of COVID-19:			
	Updates on the Fund's Programs and Services	HR Department	April	External Webinar
	Basic Occupational Safety and Health	Warehouse (Mindanao)	May	Internal w/ Resource Speaker
	PHILHEALTH AND COVID-19: WHAT MEMBERS NEED TO KNOW	HR Department	May	External Webinar
	Pag-IBIG Online Services for the 21st Century Employer (North and South Luzon) Confirmation	HR Department	June	External Webinar
	HACCP and HACCP IA Training	Luzon-FSMS Team	June	Internal Webinar
	CONSTRUCTION SAFETY AND HEALTH TRAINING	Engineering	June	External Webinar
	"DELTA: COVID-19's Latest Variant of Concern"	HR Department	August	External Webinar
	General Orientation for Vitarich on the Communist Terrorist Group Problem	HR Department	September	External Webinar
	OHNAP Annual Convention and Membership for OSH Nurses	Nurse (VisMin)	September	External Webinar
	PRODUCTIVE CONFLICT IN THE WORKPLACE	HR Department	September	External Webinar
	Basic Occupational Safety and Health Training for Safety Officer 1 (SO1)	Feeds Operation	September	External Webinar
	Occupational First Aid and Basic Life Support Training	Representative per Department	September	Internal w/ Resource Speaker
	Basic Occupational Safety and Health (BOSH)	Feeds Operation (Mindanao)	September	External Webinar
	Fumigation Technician Seminar	QA	November	External Webinar
	Antigen Testing in the Time of Covid-19 Vaccination & Emerging Variants	HR Department	November	External Webinar
	Good Warehousing Practices	Warehouse (National)	November	Internal Webinar
	HALAL Training	Mindanao Feeds Operations	November	External Webinar

## Talent Core Development Program (TCDP)

Training Course	Target Attendees	Month	Venue
Sales Capability Fundamentals Program	Food Sales Department -Luzon	January	Internal w/ Resource Speaker
Agriculture Investment Policy E-Conference I Reimagining Agricultural Value Chain	Marketing	January	External Webinar
Managing Effectively Your Expense and Budget in the New Business Normal	Accounting & Treasury	February	External Webinar
Through the Looking Glass: 2021 Philippine Economic Outlook	Marketing	February	External Webinar
State of Logistics: Enhancing Local and International Trade   A Business Conference on Logistics Series III	Logistic - Luzon	February	External Webinar
Emerging Technologies of 2021 and Beyond: What Are They and How Your Organization Can Get Ready for Them	MIS	February	External Webinar
Seminar on Human Resource Management and Industrial Relations: Case Study of Japanese Companies	HR Department	March	External Webinar
New Normal to New Future: Strategies for a Better Service: An Internet Connectivity and Digital Transformation Conference Series II	MIS	March	External Webinar
Regulatory Guillotine: Cutting the Red Tape and Rolling the Red Carpet for Business	Credit & Collection	March	External Webinar
Wisium Philippines Global Webinar on Securing Digestive Process in Piglet and Sow Invitation	Research & Development	March	External Webinar
Training for Mental Wellness: Introduction to Psychological First-Aid	HR	March	External Webinar
Land Ownership and Property Acquisition in the Philippines Today	Credit & Collection	March	External Webinar
"2nd Round Table Series 2021"	HR	April	External Webinar
Enhancing Emotional Intelligence Quotient (EQ) and Adaptability Quotient (AQ) in the New Normal	HR	April	External Webinar
Poultry Handling (Harvesting) & Transporting Training	QA Foods, Poultry & Livestock	April	Internal Webinar w/ Resource Speaker
PLANT AWARENESS SEMINAR (ISO 22000-2018)	VisMin Plant Operations Employees	April	Internal
FOOD DEFENSE AND FOOD FRAUD	Min FSMS Team member	May	Internal Webinar w/ Resource Speaker
ASF Series III A BIG LEAP FORWARD: MITIGATING THE EFFECTS OF AFRICAN SWINE FEVER	OP	May	External Webinar
AI+ Optimized Manufacturing and Logistics   Supply Chain and Logistics	LogisticDepartment	May	External Webinar
Sales Capability Training Program: T3 & Performing the Selling Steps	Food Sales Department -Luzon	June	Internal Webinar w/ Resource Speaker
ECCP: WE NEED TO TALK ABOUT ADS	Marketing	June	External Webinar
ECCP: CONVERSATIONS ON AFRICAN SWINE FEVER	Manager	June	External Webinar
ECCP: THE FUTURE OF MARKETING	Marketing	July	External Webinar
ECCP: THE FUNDAMENTALS OF INTELLECTUAL PROPERTY FOR	Marketing	July	External Webinar
ICTSI Update: Zuellig Pharma Webinars	HR Department	August	External Webinar
FEED SALES CAPABILITY FUNDAMENTALS TRAINING	Feed Sales Department (National)	August	Internal Webinar w/ Resource Speaker
ECCP-FMI AI + Retail Trade   Reinventing Retail	Marketing	August	External Webinar
Mid-Year Economic and Political Briefing 2021	Marketing	August	External Webinar
Gender Equality for Corporate Communications	HRD	September	External Webinar
Good Animal Husbandry Practices Training	Poultry and Livestock Group	October	Internal Webinar w/ Resource Speaker
Animal Welfare Webinar: General Guidelines and Standards for Animal Facilities	Poultry and Livestock Group	November	External Webinar
Grains and Oilseeds Conference	Procurement	November	External
Transfer Pricing Landscape: Trends & Implications in Doing Business in the Philippines and APAC	Accounting	November	External
Excellence in Customer Service Delivery Training	Feed Sales (National)	December	Internal Webinar w/ Resource Speaker

## Labor Standards and Labor Relations Compliance Workshop



## Sales Capability Fundamentals Program

A screenshot of a Zoom meeting interface. The main area shows a grid of 20 video thumbnails for participants. The right sidebar displays a list of 37 participants with their names and icons for muting and video control. The bottom toolbar includes controls for Unmute, Stop Video, Security, Participants (37), Chat, Share Screen, Record, Live Transcript, Reactions, and More. A "Leave" button is also visible.

**Participants (37)**

Find a participant

- ML Mariel Lizarde- HR ... (Co-host, me)
- CA Camille Anne Sarmiento (Host)
- EW EMILY Williams (Co-host)
- CD Cherry Doromal (Co-host)
- B Bayani
- DC Dale Conrad Ochong
- FA Francis A. Mindac
- L Lydia
- AM Alex Magua
- AZ Archie E. Zamora
- B bercelsaladaga
- CH Charwen Hernaez
- CM Cynthia Mole
- J JAYLORD

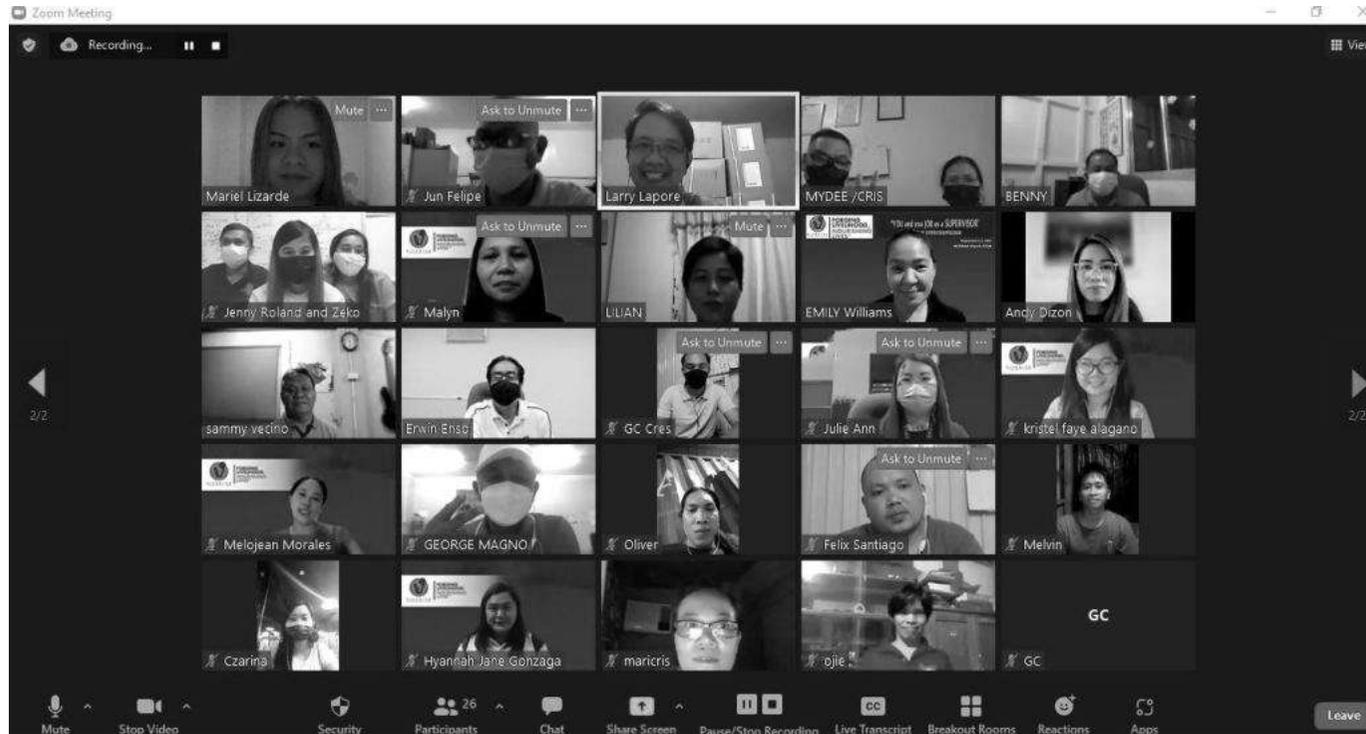
## Poultry Handling (Harvesting) & Transporting Training



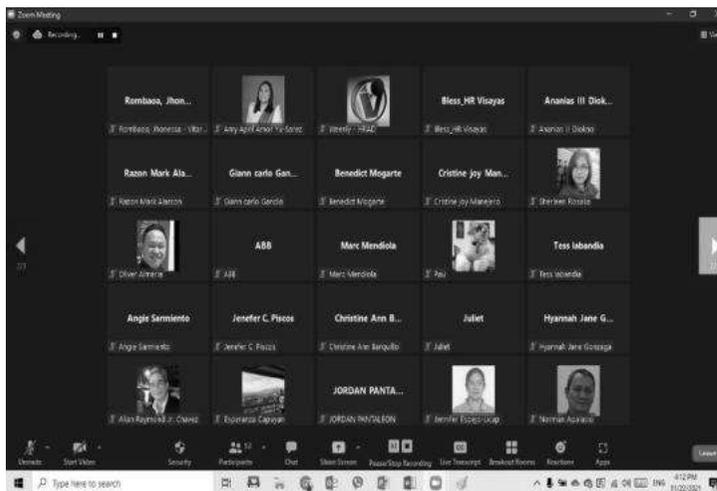
## Basic Occupational Safety and Health Training



## Basic Supervisory Skills Training



## Company Rules and Regulations Cascade



Zoom Meeting Recording... View

 Weenly - HRAD	<b>Bless HR Visayas</b> Bless HR Visayas	<b>Ananias III Diok...</b> Ananias III Diokno	<b>Razon Mark Ala...</b> Razon Mark Alarcon	<b>Giann carlo Gan...</b> Giann carlo Gandia
<b>Benedict Mogarte</b> Benedict Mogarte	<b>Cristine joy Man...</b> Cristine joy Manjero	 Sherleen Rosalia	 Oliver Almeria	<b>ABB</b> ABB
<b>Marc Mendiola</b> Marc Mendiola	 Pau	<b>Tess labandia</b> Tess labandia	<b>Angie Sarmiento</b> Angie Sarmiento	<b>Jenefer C. Piscos</b> Jenefer C. Piscos
<b>Christine Ann B...</b> Christine Ann Barquillo	<b>Juliet</b> Juliet	<b>Hyannah Jane G...</b> Hyannah Jane Gonzaga	 Allan Raymond Jr. Chavez	 Esperanza Capuyan
<b>JORDAN PANTA...</b> JORDAN PANTALEON	 Jennifer Espejo-Licup	 Norman Apalacio	 Rochelle Aldeguer	 Edilberto Manuel

Unmute Start Video Security Participants 51 Chat Share Screen Pause/Stop Recording Live Transcript Breakout Rooms Reactions Apps Leave

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# **ANNEX R**

Corporate

Social

Responsibility

Activities for

2021

# CORPORATE SOCIAL RESPONSIBILITY 2021

## LUZON

### Marilao Fire Donation

Vitarich sent 7 boxes of clothes, blankets and towels and sponsored breakfast for 670 pax from the 178 families who lost their homes during the January 13, 2021 fire in Marilao, Bulacan









## First Quarter 2021 Estero Cleanup

Marilao Estero Clean up with Barbatos Ventures Corp on March 12, 2021

Unleashing the “earth warrior” spirit within Vitarich and giving back to mother nature in our own little way







# VISAYAS

Received a Certificate from IPPO (yearly support to LGU) – **Feb. 26, 2021** – For participating in their Blood Donation Activity which the company donated **3k worth** of dressed chicken, Weenly and Kenneth (SO) represents Vitarich corp. and received the certification of appreciation.



VC Bayanihan 'Care for Others' – food/grocery assistance to co-employees who got COVID-19 Positive last 2021, out from the cash collected from employees nationwide



The company was able to donate 10k to Canja's family as bereavement aid, gallery man under agency who passed away due to vehicular accident last July 10, 2021

Grocery packs distribution to all manpower agency personnel – **from the cash prize from 71<sup>st</sup> VC Anniversary contest as 2<sup>nd</sup> placer "BTS dance"** – dancers opt to convert it to grocery packs intended to all agency personnel



**Grocery assistance** – to Ma. Haydee Combis (QA Process Inspector) when her mother passed away – August 12, 2021 due to COVID-19 community acquired pneumonia, high risk diabetes mellitus) from the cash collected nationwide for grocery packs of COVID-19 positive employees, aside from grocery there are employees who sent their cash donation thru GCASH direct to Haydee



Grocery packs to COVID-19 Positive employees & their families were being provided – cash from VC, employees 3 from HR department and 1 from Feedmill



‘Pavia Kape’t Pandesal’ project of the Mayor of Pavia – that on the 9<sup>th</sup> day mass celebration the LGU Pavia with the help of generous partners provide hot coffee /choco, pandesal, and arroz caldo to the church-goers right after the mass, Vitarich corp. was able to donate cash worth 5, 000.00. (no picture to attach)

**VITARICH CARES Fund Drive for Visayas - 'Oplan Typhoon Odette - thru Feed sales team goods donations reached Cebu and other part of Negros, cash came from the collected amount nationwide from the employees**





Extra cash were also distributed to those who needs house repair due to typhoon



Mr. Dala and Mr. Burlasa from Feedmill Iloilo received their cash assistance



	Area	Name	Dept.	Complete Address	Amount	Status
1	Iloilo	Elbert Dala	Feedmill	Brgy. Tigum, Pavia, Iloilo	5027.26	received
2	Iloilo	Julito Burlasa	Feedmill	Brgy. Dalid, Sta. Barbara, Iloilo	5027.26	
3	Cebu	Erwin Tragico	C&C	S. Osmena St., Brgy Gun-ob, Lapu-Lapu City	5027.26	received
4	Cebu	Gaylord Medina	C&C	Blk. 5 San Miguel, Pusok, Lapu-Lapu City	5027.26	received
5	Cebu	Khugi Rom	WH&Logs.	H. Cortes St., Wireless, Mandaue City	5027.26	received
6	Cebu	Dennis Rosales	HRAD	Manlapay, Dumanjug, Cebu	5027.26	received
7	Cebu	Hanneley Mangubat	Finance	Sitio Tugas, Brgy. Cantumog, Carmen, Cebu	5027.26	received
8	Cebu	Vergilio Costillas	Feedsales	Libjo, Ulbujan, Calape, Bohol	5027.26	received
9	Cebu	Desairee Jayme	Feedsales	P.C Suico St. Upper Tabok Mandaue City	5027.26	received
10	Cebu	Rosalyn Lobo	Feedsales	10 Gladiola St. Camella Homes, Lapu-lapu	5027.26	received

National Handicraft Blind Association, received a 2,000.00 worth of dressed chicken from Vitarich corp.



Before the year ends, distribution of dressed chicken, calendars, and mug to government agencies and Pavia LGU took place, HR staff (Weenly and Kimberly) assigned to do this gift giving yearly

Pavia Police Station



Sta. Monica Church Pavia, Iloilo



Pavia – Bureau of Fire



Pavia Mayor's Office



Philhealth Office



RO6 - SSS



Iloilo Provincial Police Office (IPPO)

Burgos St., Sta. Barbara, Iloilo



# MINDANAO

Grocery Assistance to employees (including their families) who were infected with COVID-19 (cash donations from the employees).





Grocery Assistance to employees (including their families) who were infected with COVID-19 (assistance from Vitarich).







Grocery Assistance to GenSan employees who were quarantined/isolated due to a co-employee who was confirmed positive with COVID-19.



Donated Php5,000 worth of dressed chicken to San Miguel Parish, Panacan in celebration of their 500 years of Christianity along with the theme “Gifted to Give”. They launched food bank for their brothers and sisters.



Donated Php5,000 worth of dressed chicken to Panacan Volunteer Responders Search and Rescue (PAVOR-SAR) for their medical mission and feeding program in celebration of their 3<sup>rd</sup> anniversary.



Donated Php5,000 worth of dressed chicken to San Miguel Parish, Panacan for their parish-based vaccination (vaccination of GKK Servant Leaders).

