



TO ALL STOCKHOLDERS:

Please be informed that the Annual Stockholders' Meeting of VITARICH CORPORATION (the "Corporation") will be held on **Friday, 26 June 2026, 2:00 P.M., at The Pace, Ilang-Ilang, Sta. Rosa 2, Marilao, Bulacan**. The Annual Stockholders' Meeting shall have the following agenda:

1. Call to Order;
2. Certification of Notice and the Existence of a Quorum;
3. Approval of the Minutes of the Previous Annual Stockholders' Meeting;
4. Report of the President on the Results of the 2025 Operations and the 2025 Audited Financial Statements of the Corporation;
5. Ratification of the Acts of Directors and Officers;
6. Election of Directors;
7. Appointment of External Auditor;
8. Appointment of Stock Transfer Agent;
9. Other matters
 - a. Approval of the Amendment of Article VI of the Amended Articles of Incorporation to reflect the increase in the number of directors to ten (10);
 - b. Election of Director to Fill-In the Seat Created by and after the Securities and Exchange Commission's Approval of the Increase in the Number of Directors;
 - c. Ratification and/or Approval of the Memorandum of Agreement (MOA) between Vitarich Corporation and Precision International Research and Diagnostic Laboratory, Inc.; and
10. Adjournment.

A brief explanation of each item which requires the approval and/or ratification by the stockholders are provided in the Information Statement. Stockholders can get the electronic copies of the SEC-20-IS Definitive Information Statement, SEC 17-A Annual Report with 2025 Audited Financial Statements and other pertinent information from the PSE's EDGE system and the Corporation's website at <https://www.vitarich.com/investor-relations/publications/sec-filings>.

Only stockholders of record as of 26 May 2026, which is the record date fixed by the Board, are entitled to notice of, and to vote at, this meeting. Proxies must be submitted to the Special Committee of Election Inspectors of the Corporation located at Vitarich Corporation, Marilao-San Jose Road, Sta. Rosa I, Marilao, Bulacan, on or before 15 June 2026. Proxies shall be validated by the Special Committee on Election Inspectors at said office on 19 June 2026.

On the day of the meeting, you or your duly designated proxy are required to show this Notice together with your government-issued ID to facilitate registration. Registration shall start at 1:00 pm and shall close at 1:45 pm.

(SGD) ATTY. AISON BENEDICT C. VELASCO
Corporate Secretary

(SGD) ATTY. MARY CHRISTINE DABU-PEPITO
Asst. Corporate Secretary/Compliance Officer/
Corporate Information Officer

EXPLANATION OF AGENDA ITEMS FOR STOCKHOLDERS' APPROVAL AND/OR RATIFICATION

1. Call to Order

The Chairman of the Board will formally commence the meeting at approximately 2:00 p.m. on Friday, 26 June 2026.

2. Certification of Notice and Certification of Quorum

The Corporate Secretary will certify that the notice of the annual meeting was published in a newspaper of general circulation and was posted on the PSE's EDGE system and the Corporation's website in compliance with SEC requirements, and that a quorum exists for the valid transaction of business.

3. Approval of the Minutes of the Annual Stockholders' Meeting held on 27 June 2025

The minutes of the last annual stockholders' meeting held on 27 June 2025 can be viewed at the Corporation's website at [6a045a433b3a80cb580040eb_FINAL REVISED DRAFT 2025 ASM MINUTES.pdf](#).

4. Report of the President on the Results of the Operations for 2025 and the 2025 Audited Financial Statements of the Corporation

The President and Chief Executive Officer, Mr. Ricardo Manuel M. Sarmiento, will report on the Corporation's 2025 performance and the outlook for this year. The audited financial statements for the year ended 31 December 2025 are included in the Annual Report posted on the PSE's EDGE system and the Corporation's website at https://cdn.prod.website-files.com/6819bd452bbbc3f5a5587287/69cb9d346fb77ea182e42fe5_17-A%202025.pdf.

5. Ratification of the Acts of Directors and Officers

All acts of the Board of Directors and its committees, officers, and management until 15 May 2025 have been approved and ratified during the last annual stockholders' meeting held on 27 June 2025. As such, for purposes of the meeting on 26 June 2026, the stockholders' ratification and approval will be secured for all the acts of the Board of Directors and its committees, officers and Management of the Corporation from 16 May 2025 up to 31 May 2026, as duly recorded in the corporate books. This includes the approval and/or ratification of all contracts and agreements, application for government permits and licenses, sale or lease of properties, and other transactions in the general conduct of business. The summary of the major resolutions approved and adopted by the Board and/or the Board Committees are discussed in the Information Statement.

6. Election of Directors

In accordance with the Revised Corporation Code of the Philippines and the Corporation's Amended Articles of Incorporation, Revised Manual on Corporate Governance and By-Laws, the stockholders must elect the members of the Board of Directors of the Corporation comprised of

nine (9) directors, including independent directors who shall comprise at least 20% of the members of the Board of Directors, who shall hold office for a term of one (1) year, or until their successors shall have been duly elected and qualified.

Following the announcement on the holding of the annual stockholders' meeting, the Nomination Committee accepted the nomination of any individual for election as directors. Thereafter, the Nominations Committee evaluated the initial list of nominees for the Board, including the nominees for independent directors, and determined that the nominees have all the qualifications and none of the disqualifications to serve in the Board of Directors. Thereafter, the Nominations Committee prepared and approved the Final List of Candidates. Such Final List of Candidates and the qualifications of each nominee director are discussed in the Information Statement and their names are included in the ballot form to be provided by the Corporation.

7. Appointment of the External Auditor

The Audit, Risk Oversight and Related Party Transactions Committee and the Board of Directors endorsed to the stockholders the re-appointment of Reyes Tacandong & Co. as the Corporation's external auditor for the taxable year 2026. The profile and extent of the engagement of the external auditor are provided in the Information Statement.

8. Appointment of the Stock Transfer Agent

The Board of Directors endorsed the stockholders the re-appointment of Stock Transfer Services, Inc. as the stock transfer agent for the ensuing year. The details of the stock transfer agent are provided in the Information Statement.

9. Other Matters

a. Approval of the Amendment of Article VI of the Amended Articles of Incorporation to reflect the increase in the number of directors to ten (10)

During the regular meeting of the Board of Directors on 12 May 2026, the Board of Directors, by the vote of at least the majority of its members, approved the increase in the number of its members from nine (9) to ten (10) as well as the amendment of Article VI of the Amended Articles of Incorporation. Pursuant to Section 15 of the Revised Corporation Code of the Philippines ("RCCP"), the approval of stockholders representing at least two thirds (2/3) of the outstanding capital stock will be sought during the meeting.

b. Election of Director to Fill-In the Seat Created by and after the Securities and Exchange Commission's Approval of the Increase in the Number of Directors

Pursuant to paragraph 4, Section 28 of the RCCP, the election of the director to fill in the seat in the Board of Directors created by reason of the proposed increase in the number of directors will be held during the meeting, after the proposed increase in the number of directors to ten (10) and the amendment of Article VI of the Amended Articles of Incorporation.

c. **Ratification and/or Approval of the Memorandum of Agreement (“MOA”) between Vitarich Corporation and Precisione International Research and Diagnostic Laboratory, Inc.**

The Company is currently updating and finalizing its Memorandum of Agreement (“MOA”) with Precisione International Research and Diagnostic Laboratory, Inc. (“Precisione”), a domestic corporation engaged in the chemical and diagnostics laboratory business. Since five (5) out of the nine (9) directors of the Company abstained from the discussions and approval of the MOA as they are interlocking stockholders/directors/officers with Precisione, the remaining members of the Company’s Board of Directors would not constitute a quorum to validly approve and/or ratify the MOA between said companies. Accordingly, the stockholders’ ratification and/or approval of the said MOA will be sought during the meeting on 26 June 2026.

Under the MOA, which is being entered into in the Company’s ordinary course of business, Precisione will conduct the testing and analysis of the Company’s incoming raw materials and finished products. The Company shall pay Precisione for its services in such amounts as indicated in the list of tests and analyses attached to the MOA. The prices indicated in said list are the standard prices that Precisione gives to all its customers. The total transactions for a period of twelve (12) months are estimated to be about Twelve Million Pesos (Php12,000,000.00) only. Thus, the MOA is considered only as an ordinary related party transaction.

**VITARICH CORPORATION
PROXY FORM**

The undersigned stockholder of **VITARICH CORPORATION** (the "Corporation") hereby nominates, constitutes, and appoints the following:

Name of proxyholder: _____

or in his/her/its absence, the Chairman of the meeting, as his/her/its proxy, to represent and to vote all of his/her/its shares of stock in the Corporation registered in his/her/its name in the corporate books and records of the Corporation during the annual stockholders’ meeting of the Corporation scheduled on 26 June 2026 and on any postponement or adjournment thereof.

The proxy is authorized to attend the annual stockholders’ meeting and is given the following instructions as regards the matters to be taken up during the said meeting:

_____The proxy is given the right to exercise his/her discretion in accomplishing the ballot form to be issued by the Corporation and in voting for the items in the agenda.

_____The proxy shall vote strictly as follows:

Matter	For	Against	Abstain
Approval of the Minutes of the Last Annual Stockholders’ Meeting			
Report of the President on the Results of the 2025 Operations and the 2025 Audited Financial Statements			
Ratification of the Acts of Directors and Officers			
Appointment of Reyes Tacandong & Co. as External Auditor			
Appointment of Stock Transfer Services, Inc. as Stock Transfer Agent			
Approval of the Amendment of Article VI of the Amended Articles of Incorporation to reflect the increase in the number of directors to ten (10)			
Ratification and/or Approval of the Memorandum of Agreement (MOA) between Vitarich Corporation and Precisione International Research and Diagnostic Laboratory, Inc.			

For the election of directors:

Number of shares owned	
Number of votes (no. of shares owned times nine (9) seats)	

Nominee	Number of votes, or if you want to distribute your votes equally among the nominees, please place an “x” *		
	FOR	AGAINST	ABSTAIN
Jose Vicente C. Bengzon, III			

Ricardo Manuel M. Sarmiento			
Stephanie Nicole S. Garcia			
Rogelio M. Sarmiento			
Benjamin I. Sarmiento, Jr.			
Vicente J.A. Sarza			
Juan Arturo Iluminado De Castro			
Pierre Carlo C. Curay (Independent Director)			
Bienvenido S. Bautista (Independent Director)			
Total*			

** By placing (x) beside the name of the nominee, we shall consider the total number of votes that you are entitled to cast to have been distributed equally to the number of directors that you voted for.*

For the election of director to fill-in the seat created by and after the Securities and Exchange Commission's approval of the increase in the number of directors:

Number of shares owned	
Number of votes (no. of shares owned times one (1) seat)	

Nominee	Number of votes		
	FOR	AGAINST	ABSTAIN
Isabella Victoria M. Sarmiento			

IN WITNESS WHEREOF, this proxy has been executed by the undersigned.

Signature: _____

Name: _____

Date: _____

**VITARICH CORPORATION
BALLOT FORM**

Name of stockholder	
Name of proxyholder	
Signature	

Please check:

Matter	For	Against	Abstain
Approval of the Minutes of the Last Annual Stockholders' Meeting			
Report of the President on the Results of the 2025 Operations and the 2025 Audited Financial Statements			
Ratification of the Acts of Directors and Officers			
Appointment of Reyes Tacandong & Co. as External Auditor			
Appointment of Stock Transfer Services, Inc. as Stock Transfer Agent			
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For the election of directors:

Number of shares owned	
Number of votes (no. of shares owned times nine (9) seats)	

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	FOR	AGAINST	ABSTAIN
Jose Vicente C. Bengzon, III			
Ricardo Manuel M. Sarmiento			
Stephanie Nicole S. Garcia			
Rogelio M. Sarmiento			
Benjamin I. Sarmiento, Jr.			

Vicente J.A. Sarza			
Juan Arturo Iluminado De Castro			
Pierre Carlo C. Curay (Independent Director)			
Bienvenido S. Bautista (Independent Director)			
Total*			

** By placing (x) beside the name of the nominee, we shall consider the total number of votes that you are entitled to cast to have been distributed equally to the number of directors that you voted for.*

For the election of director to fill-in the seat created by and after the Securities and Exchange Commission's approval of the increase in the number of directors:

Number of shares owned	
Number of votes (no. of shares owned times one (1) seat)	

Nominee	Number of votes		
	FOR	AGAINST	ABSTAIN
Isabella Victoria M. Sarmiento			