[Draft - subject to stockholders' approval]

VITARICH CORPORATION
MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING

held on Friday, 26 June 2026, 2:00 PM
at The Pace, Ilang-Ilang, Sta. Rosa 2, Marilao, Bulacan

PRESENT:
STOCKHOLDERS[1]:

	Number of Shares	Percentage
Total Shares Present in Person or by Proxy	2,288,910,865	74.94%
Total Outstanding Shares	3,054,334,014	100.00%

DIRECTORS/OFFICERS:

MR. JOSE VICENTE C BENGZON, III	- Director/Chairman of the Board
MR. ROGELIO M. SARMIENTO	- Director/Chairman Emeritus
MR. RICARDO MANUEL M. SARMIENTO	- Director/President/Chief Executive Officer
MS. STEPHANIE NICOLE S. GARCIA	- Director/Treasurer/EVP/Corporate Management Services Director/ Chief Sustainability Officer
ATTY. JUAN ARTURO ILUMINADO C. DE CASTRO	- Director
MR. VICENTE J. A. SARZA	- Director
MR. PIERRE CARLO C. CURAY	- Independent Director
MR. BIENVENIDO S. BAUTISTA	- Independent Director
MS. ISABELLA VICTORIA M. SARMIENTO	- Nominee for Director

OTHER OFFICERS:

ATTY. AISON BENEDICT C. VELASCO	- Corporate Secretary
ATTY. MARY CHRISTINE DABU-PEPITO	- Assistant Corporate Secretary Compliance Officer, and Corporate Information Officer
MR. REYNALDO D. ORTEGA	- Senior Vice President, Chief Operating Officer
MS. ALICIA G. DANQUE	- Senior Vice President and Chief Supply Chain Officer/Alternate Corporate Information Officer
MR. DILBERT D. TAN	- Senior Vice President, Chief Finance Officer
MS. CARINA LOURDES M. FABIAN	- Vice President, Special Projects and Sales Administration Director
MR. GERONIMO L. COLLADO, II	- Vice President, Strategic Planning and Business Development Director
ENGR. CONRADO U. BULANHAGUI	- Vice President, Manufacturing and Facilities Director
MR. XERXES NOEL O. ORDANEZ	- Corporate Audit Manager

OTHER OFFICERS OF THE CORPORATION
REPRESENTATIVES FROM REYES TACANDONG AND CO.
REPRESENTATIVES FROM STOCK TRANSFER SERVICES, INC.

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[1] Please also see Annexes "A" and "B".

I. CALL TO ORDER

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

Before proceeding to the agenda for the annual stockholders' meeting for 2026, Chairman Bengzon introduced the members of the Board of Directors present during the meeting, the Corporate Secretary and Assistant Corporate Secretary. He also informed the stockholders that the profiles of the incumbent directors and their attendance and compensation reports are contained in the Annual Report, Definitive Information Statement and Integrated Annual Corporate Governance Report submitted to the Securities Exchange Commission ("SEC") and posted on the Corporation's website and on the Philippine Stock Exchange ("PSE") Edge.

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

Upon the request of Chairman Bengzon, Atty. Velasco certified that the stockholders of record as of 26 May 2026 were duly notified of the annual stockholders' meeting in accordance with law and the By-laws of the Corporation. The notice of this meeting was submitted to the SEC and was published in the newspapers and posted on the PSE's EDGE system as well as on the Corporation's website.

He further certified that based on the certification of the stock transfer agent which is attached as Annex "A" hereof, a quorum existed for the transaction of business considering that out of a total of 3,054,334,014 issued and outstanding shares, the stockholders holding 2,288,910,865 shares or 74.94% of the total number of outstanding shares were present in person or by proxy. The list of the stockholders present during the meeting is attached as Annex "B".

III. APPROVAL OF THE MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING HELD ON 27 JUNE 2025

Chairman Bengzon informed the stockholders that copies of the minutes of the annual stockholders' meeting held on 27 June 2025 were made available to the stockholders in the Information Statement filed with the SEC and PSE, and posted online on the Corporation's website.

One of the stockholders moved to dispense with the reading of the minutes and to approve the same as presented considering that copies thereof had been made available to the stockholders. The said motion was duly seconded.

Opportunity to Object/Raise Questions

Chairman Bengzon asked the stockholders if they have questions or objections to the motion. None of the stockholders present asked questions nor objected to the motion as duly seconded.

Approval of the 27 June 2025 Minutes

The stockholders voted as follows:

	FOR	AGAINST	ABSTAIN
Total No. of Shares Represented	2,288,910,865	0	0
Percentage	74.94%	0%	0%

Accordingly, upon the affirmative vote of the stockholders holding 2,288,910,865 shares, representing 74.94% of the outstanding capital stock of the Corporation, the reading of the minutes of the annual stockholders' meeting held on 27 June 2025 was dispensed with and the said minutes were approved as presented.

IV. REPORT BY THE PRESIDENT/CEO AND APPROVAL OF THE 2025 AUDITED FINANCIAL STATEMENTS

Moving to the next item on the agenda, Chairman Bengzon informed the stockholders that copies of the annual report and the audited financial statements for the year ending 2025 have been submitted to the SEC and were also posted on the PSE's website and the Corporation's website.

Thereafter, Mr. Ricardo Manuel M. Sarmiento, President and Chief Executive Officer, reported on the results of the operations of the Corporation for the year 2025, including the audited financial statements for the year ending 31 December 2025.

Mr. Sarmiento welcomed the stockholders present in the meeting and expressed his gratitude towards them. He emphasized that 2025 was a both a milestone and a turning point for the company. In celebration of its 75th Diamond Jubilee, the company not only looked back at decades of growth, cycles of challenges, and subsequent recovery but also engaged in a profound organizational reflection. The company took a step back to reassess not just how the company operates but why the company exists. This led to the introduction of the company's new Mission and Vision. This strategic realignment was designed to sharpen the company's direction, break down silos, and better position the organization as a deliberate, long-term leader in shaping the future of Philippine agribusiness. At its core, this shift is about clarity – being more deliberate in how the company creates value, and more purposeful in how the company contributes to the broader agribusiness ecosystem.

Financial Highlights

Mr. Sarmiento discussed that the Corporation's performance in 2025 reflects a business that is steady but increasingly more disciplined. It demonstrated a clear focus on improving earnings quality and strengthening fundamentals.

Consolidated revenues stood at P12.35B, reflecting relative stability amid market headwinds. Net income grew significantly by 34% to P290.4M, supported by better cost management and operational efficiency. Gross margins improved slightly to 12.2%, indicating stronger cost control.

In terms of financial health, cash and cash equivalents increased to P841.9M, strengthening liquidity. Total equity rose to P2.51B, reinforcing balance sheet. Operating cash flow, while negative at P489.5M, primarily reflecting working capital timing factors and strategic inventory movements which are being actively managed.

Overall, these indicators show a company that is not just maintaining performance but building financial flexibility and resilience.

Performance per Business Unit

The **Feeds** business generated revenues of P4.42B in 2025, accounting for 35.7% of the Corporation's consolidated revenues. This segment experienced softened revenues due to pressure on topline performance, such as softer selling prices and stronger market competition, it still delivered improved profitability due to tighter cost control and lower production costs.

The **Foods** segment remained our main revenue driver, maintaining a strong presence across both institutional and retail channels, despite a more challenging operating environment. This generates P7.28B in revenues and accounting for 58.9% of consolidated sales.

Meanwhile, the **Farms** segment continued to gain traction. Its expansion into day-old pullet business, supported the continued diversification of its agricultural operations and customer base, particularly in poultry breeding, allowing it to deliver meaningful growth and further strengthen the company's integrated model. This segment continued to demonstrate strong growth in 2025, generating revenues of P659.3M, an 11% increase from 2024 and accounting for 5.3% of consolidated revenues.

Taken together, these results highlight the value of the company's diversified structure, providing balance amid fluctuating market conditions.

SDG and ESG Highlights

Continuing his report, Mr. Sarmiento discussed that the company's approach to sustainability has evolved from compliance to deep operational integration. The company remains strictly aligned with the UN Sustainable Development Goals (SDGs), focusing on food security, economic participation, and responsible production. More importantly, Environmental, Social and Governance or ESG is increasingly reflected in how the company operates daily – from procurement decisions to production processes and governance structures.

Economic Highlights

He disclosed that the company remained focused on sustaining its economic contribution despite a more challenging environment. The company generated approximately P12.63B in economic value, supporting its employees, suppliers, and partners across the value chain. It continued investing in its workforce, with wages and benefits reaching P439.5M, while maintaining strong supplier relationships.

Nearly 87% of its procurement spent was directed to local suppliers, reinforcing support for domestic industries and agricultural communities. At its core, the company's approach is simple—ensuring that the value it creates as a business is also shared across the broader ecosystem it serves.

Environmental Highlights

Mr. Sarmiento discussed that in terms of environmental sustainability, the company's focus has been on practical, measurable actions. It expanded the adoption of renewable energy across key manufacturing facilities. Beyond internal metrics, its long-term environmental stewardship took shape through community-level initiatives, including creek rehabilitation, reforestation programs, and the proactive integration of climate-risk forecasting into its agricultural planning.

Social Highlights

Mr. Sarmiento also reported that internally, 2025 was dedicated to strengthening the company's workforce through continuous training, safety protocols, and engagement. The organization became deeply connected through its nationwide 75th-anniversary celebrations, uniting its regional teams for the first time. Externally, its uncompromised focus on product quality and food safety remains the bedrock of its customer trust.

Governance

Continuing his report, Mr. Sarmiento discussed that Board oversight remained active and transparent. The company enhanced its risk management architecture, integrated ESG reporting at the Board level, and fortified its cybersecurity defenses. He reported that there were no incidents related to corruption, reflecting the absolute integrity embedded in its culture.

Looking Ahead with Its Renewed Purpose

Mr. Sarmiento emphasized that the path of the company is clear as it looks ahead. The company's priority is no longer just about driving scale but about achieving sustainable, disciplined growth anchored in its renewed purpose. The company is fully committed to building an organization that is not only operationally sound, but also profoundly relevant to the future of the country's' agricultural landscape and its driver of growth - the Filipino agripreneur. The company aims to support livelihoods, enable new market opportunities, and build a more robust food supply chain for the nation. He emphasized that while the work ahead remains substantial, the company's foundation has never been stronger, and its priorities have never been clearer.

He concluded the report with an expression of gratitude for the unwavering trust, loyalty, and continued confidence given to the company and the management.

Questions on the Report

Thereafter, Chairman Bengzon inquired if there are questions or comments from the stockholders. Ms. Esperanza Lopez inquired on what the new product, Novogen, is. Mr. Sarmiento answered that it is a breed of layer chicken from France, which the company launched in 2025.

There being no further questions, a motion for the approval of the President's report and the audited financial statements for 2025 was made and seconded.

Opportunity to Object/Raise Questions

Chairman Bengzon asked the stockholders if they have questions or objections to the motion. The stockholders present neither asked questions nor objected to the motion as duly seconded.

Approval of the President's Report and 2025 Audited Financial Statements

The stockholders voted as follows:

	FOR	AGAINST	ABSTAIN
Total No. of Shares Represented	2,288,910,865	0	0
Percentage	74.94%	0%	0%

Thus, upon the affirmative vote of the stockholders holding 2,288,910,865 shares, representing 74.94% of the outstanding capital stock of the Corporation, the President's Report and the 2025 audited financial statements of the Corporation were approved.

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

Chairman Bengzon informed the stockholders that the list of all the acts of the Board of Directors and officers of the Corporation since the last annual general meeting is included in the Information Statement submitted to the SEC and PSE.

Thereafter, a motion was made to ratify all acts, contracts, or deeds performed, entered into, or executed by the Board of Directors and the officers of the Corporation since the last annual stockholders' meeting.

Opportunity to Object/Raise Questions

After the motion was seconded, Chairman Bengzon asked if there are any questions or objections from the stockholders. None of the stockholders present asked questions nor objected to the motion as duly seconded.

Confirmation and Ratification of all acts of the Board of Directors and Officers

The stockholders voted as follows:

	FOR	AGAINST	ABSTAIN
Total No. of Shares Represented	2,288,910,865	0	0
Percentage	74.94%	0%	0%

Therefore, upon the affirmative vote of the stockholders holding 2,288,910,865 shares, representing 74.94% of the outstanding capital stock of the Corporation, all acts, contracts, or deeds performed, entered into, or executed by the Board of Directors and officers of the Corporation from the last annual general meeting to this day were approved, confirmed, and ratified.

VI. ELECTION OF DIRECTORS

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

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

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

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

Considering that there are only nine (9) nominees for the nine (9) Board seats, a motion to dispense with the balloting and to direct the Corporate Secretary to cast all the votes of the stockholders equally among the nominees was made and seconded.

Opportunity to Object/Raise Questions

After the motion was seconded, Chairman Bengzon asked if there are any questions or objections from the stockholders. The stockholders present neither raised questions nor objected to the motion as duly seconded.

Election of Directors

The stockholders voted as follows:

	FOR	AGAINST	ABSTAIN
Total No. of Shares Represented	2,288,910,865	0	0
Percentage	74.94%	0%	0%

Accordingly, upon the affirmative vote of the stockholders holding 2,288,910,865 shares, representing 74.94% of the outstanding capital stock of the Corporation, the motion was carried and Atty. Velasco was directed to cast all the votes equally in favor of all the nominees.

Atty. Velasco casted all the votes equally in favor of all the nominees for the Board of Directors. Thereafter, Chairman Bengzon announced that the following nominees have been elected as directors of the Corporation to serve as such for a term of one (1) year or until their successors are duly elected and qualified:

NAME	**NO. OF VOTES RECEIVED**					
	FOR		**AGAINST**		**ABSTAIN**	
Mr. Jose Vicente C. Bengzon, III	2,288,910,865	74.94%	0	0%	0	0%
Mr. Ricardo Manuel M. Sarmiento	2,288,910,865	74.94%	0	0%	0	0%
Ms. Stephanie Nicole S. Garcia	2,288,910,865	74.94%	0	0%	0	0%
Mr. Rogelio M. Sarmiento	2,288,910,865	74.94%	0	0%	0	0%
Atty. Juan Arturo Iluminado C. De Castro	2,288,910,865	74.94%	0	0%	0	0%
Mr. Benjamin I. Sarmiento, Jr.	2,288,910,865	74.94%	0	0%	0	0%
Mr. Vicente Julian A. Sarza	2,288,910,865	74.94%	0	0%	0	0%
Mr. Pierre Carlo C. Curay (Independent Director)	2,288,910,865	74.94%	0	0%	0	0%
Mr. Bienvenido S. Bautista (Independent Director)	2,288,910,865	74.94%	0	0%	0	0%

VII. APPOINTMENT OF THE EXTERNAL AUDITOR

Proceeding to the next item on the agenda, a motion was made to ratify and confirm the appointment of Reyes Tacandong and Co. as the Corporation's external auditor for the fiscal year 2026. The said appointment was approved by the Board of Directors upon the favorable recommendation of the Audit, Risk Oversight, and Related Party Transactions Committee.

Opportunity to Object/Raise Questions

After the motion was seconded, Chairman Bengzon asked if there are any questions or objections from the stockholders. The stockholders present neither raised questions nor objected to the motion as duly seconded.

Appointment of Reyes Tacandong and Co.

The stockholders voted as follows:

	FOR	AGAINST	ABSTAIN
Total No. of Shares Represented	2,288,910,865	0	0
Percentage	74.94%	0%	0%

Accordingly, and there being no objection and upon the affirmative vote of the stockholders holding 2,288,910,865 shares, representing 74.94% of the outstanding capital stock of the Corporation, the appointment of Reyes Tacandong and Co. as the Corporation's external auditor for the fiscal year 2026 was ratified and confirmed.

VIII. APPOINTMENT OF THE STOCK TRANSFER AGENT

Continuing with the next item on the agenda, a motion was made to appoint Stock Transfer Service, Inc. as the Corporation's stock transfer agent for the following year to serve as such until its successor shall have been appointed and qualified. The said motion was, thereafter, seconded.

Opportunity to Object/Raise Questions

After the motion was seconded, Chairman Bengzon asked if there are any questions or objections from the stockholders. None of the stockholders present raised questions nor objected to the motion as duly seconded.

Appointment of Stock Transfer Services, Inc.

The stockholders voted as follows:

	FOR	AGAINST	ABSTAIN
Total No. of Shares Represented	2,288,910,865	0	0
Percentage	74.94%	0%	0%

Since there was no objection and upon the affirmative vote of the stockholders holding 2,288,910,865 shares, representing 74.94% of the outstanding capital stock of the Corporation, Stock Transfer Services, Inc. was appointed as the Corporation's stock transfer agent for the ensuing year and to serve as such until its successor shall have been appointed and qualified.

IX. OTHER MATTERS

Upon inquiry from Chairman Bengzon, Atty. Velasco responded that there are three additional items in the agenda.

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)

Atty. Velasco explained that the first additional item is the approval of the amendment of Article VI of the Amended Articles of Incorporation. He discussed that during the regular meeting of the Board of Directors on 12 May 2026, the Board approved Resolution No. 2026-38 authorizing the increase in the number of directors from nine (9) to ten (10). The Board also approved the amendment of Article VI of the Amended Articles of Incorporation to reflect the increase. Atty. Velasco informed the stockholders present that under the law, the affirmative vote of the stockholders representing at least 2/3 of the outstanding capital stock is necessary before the proposed amendment is considered by the SEC. Accordingly, the stockholders are requested to approve SH Resolution No. 2026-01, which reads:

SH RESOLUTION NO. 2026-01

> "**RESOLVED, AS IT IS HEREBY RESOLVED**, that Board of Directors' Resolution No. 2026-38, which increased the number of directors from nine (9) to ten (10) members and amended Article VI of the Amended Articles of Incorporation to reflect such increase, be as it is hereby approved and ratified."

Thereafter, a motion was made was made to approve and adopt SH Resolution No. 2026-01 as read by Atty. Velasco. The said motion was, thereafter, seconded.

Opportunity to Object/Raise Questions

After the motion was seconded, Chairman Bengzon asked if there are any questions or objections from the stockholders. None of the stockholders present raised questions nor objected to the motion as duly seconded.

Approval of SH Resolution No. 2026-01

The stockholders voted as follows:

	FOR	**AGAINST**	**ABSTAIN**
Total No. of Shares Represented	2,288,910,865	0	0
Percentage	74.94%	0%	0%

Since there was no objection and upon the affirmative vote of the stockholders holding 2,288,910,865 shares, representing 74.94% of the outstanding capital stock of the Corporation, SH Resolution No. 2026-01 increasing the number of directors from nine (9) to ten (10) and amending Article VI of the Amended Articles of Incorporation to reflect the increase in the number of directors was approved and adopted.

B. Election of Director to Fill-In the Seat Created by and after the SEC's Approval of the Increase in the Number of Directors

Upon inquiry from Chairman Bengzon, Atty. Velasco explained that the second additional item is the election of director to fill-in the seat created by and after approval by the SEC of the increase in the number of directors from nine (9) to ten (10). He also discussed that this election is pursuant to and allowed by the provisions of Section 28 of the Revised Corporation Code of the Philippines. The election of the director, however, is subject to the SEC's approval of the Amended Articles of Incorporation increasing the number of directors.

Chairman Bengzon then inquired who are the nominees for the additional seat created by the increase in the number of directors.

Atty. Dabu-Pepito announced that that there is only one nominee for the additional seat. She added that pursuant to SEC Regulations, the Amended By-Laws and the Amended Manual on Corporate Governance, the Nominations Committee pre-screened the qualification of the nominee. The nominee's profile was indicated in the Definitive Information Statement submitted to the SEC and posted on the website and on the PSE EDGE. As indicated in the Definitive Information Statement submitted to the SEC and posted on the website and on the PSE EDGE, the sole nominee for the additional seat is Ms. Isabella Victoria M. Sarmiento.

Considering that there is only one (1) nominee for the additional seat, a motion to dispense with the balloting and to direct the Corporate Secretary to cast all the votes of the stockholders in favor of the sole nominee was made and seconded.

Opportunity to Object/Raise Questions

After the motion was seconded, Chairman Bengzon asked if there are any questions or objections from the stockholders. The stockholders present neither raised questions nor objected to the motion as duly seconded.

Election of Directors

The stockholders voted as follows:

	FOR	AGAINST	ABSTAIN
Total No. of Shares Represented	2,288,910,865	0	0
Percentage	74.94%	0%	0%

Accordingly, upon the affirmative vote of the stockholders holding 2,288,910,865 shares, representing 74.94% of the outstanding capital stock of the Corporation, the motion was carried and Atty. Velasco was directed to cast all the votes in favor of the sole nominee.

Atty. Velasco casted all the votes equally in favor of Ms. Isabella Victoria M. Sarmiento for the additional seat created by the increase in the number of directors as follows:

NAME	NO. OF VOTES RECEIVED					
	FOR		AGAINST		ABSTAIN	
Ms. Isabella Victoria M. Sarmiento	2,288,910,865	74.94%	0	0%	0	0%

Thereafter, Chairman Bengzon announced that Ms. Isabella Victoria M. Sarmiento has been elected as director of the Corporation to fill-in the additional seat created by the increase in the number of directors from nine (9) to ten (10).

C. Ratification and/or Approval of the Memorandum of Agreement (MOA) between the Company and Precisione International Research and Diagnostic Laboratory, Inc.

Upon inquiry from Chairman Bengzon, Atty. Velasco explained that the third and last additional item is the ratification and/or approval of the Memorandum of Agreement or MOA between the company and Precisione International Research and Diagnostic Laboratory, Inc. or Precisione for short. He discussed that the company has updated and finalized its MOA with Precisione, a domestic corporation engaged in the chemical and diagnostics laboratory business. Under the MOA, which is being entered into in the 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, which, ordinarily does not need shareholders' approval. However, 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 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 is being sought today. Accordingly, the stockholders are requested to approve SH Resolution No. 2026-02, which reads:

SH RESOLUTION NO. 2026-02

"**RESOLVED AS IT IS HEREBY RESOLVED,** that the Corporation be as it is hereby authorized to enter into a Memorandum of Agreement with Precisione International Research and Diagnostic Laboratory, Inc., including the amendment, modification, revocation, extension, or renewal thereof;

"**RESOLVED ALSO,** that the Corporation authorize as it hereby authorizes its Senior Vice President and Chief Supply Chain Officer, Ms. Alicia G. Danque, to sign, execute, and deliver the above-mentioned Memorandum of Agreement, including the amendment, modification, revocation, extension, or renewal thereof;

"**RESOLVED FURTHER,** that the Corporation approve, confirm, and ratify as it hereby approves, confirms, and ratifies the current and renewal Memorandum of Agreement with Precisione International Research and Diagnostic Laboratory, Inc."

Thereafter, a motion was made was made to approve and adopt SH Resolution No. 2026-02 as read by Atty. Velasco. The said motion was, thereafter, seconded.

Opportunity to Object/Raise Questions

After the motion was seconded, Chairman Bengzon asked if there are any questions or objections from the stockholders. None of the stockholders present raised questions nor objected to the motion as duly seconded.

Approval of SH Resolution No. 2026-02

The stockholders voted as follows:

	FOR	AGAINST	ABSTAIN
Total No. of Shares Represented	2,288,910,865	0	0
Percentage	74.94%	0%	0%

Since there was no objection and upon the affirmative vote of the stockholders holding 2,288,910,865 shares, representing 74.94% of the outstanding capital stock of the Corporation, SH Resolution No. 2026-02 approving and/or ratifying the MOA with Precisione was approved and adopted.

Thereafter, Chairman Bengzon inquired if there are still other matters to be taken up. Atty. Velasco responded that there are no further matters to be taken up.

The foregoing additional items in the agenda had been previously announced to the stockholders in a disclosure made to the PSE on 15 May 2026 and in the Notice of Meeting published in the newspapers, as well as in the Definitive Information Statement and in the Notice of Meeting appended to the Definitive Information Statement. Other than these items, there were no unannounced and/or additional items discussed during the meeting.

X. ADJOURNMENT

There being no other matters to discuss, and upon motion duly made and seconded, the meeting was adjourned at 2:40 pm.

XI. VOTING AND VOTE TABULATION PROCEDURES USED

Pursuant to the company's Amended By-Laws and as disclosed to the PSE on 16 April 2026, the Board set the date, time, and venue of this meeting. Included in the said disclosure are the agenda of the meeting as approved by the Board on said date, the record date for purposes of determining the stockholders entitled to notice of and to vote at this meeting, and the Board's appointment of a Special Committee on Election Inspectors composed of representatives from the company, ACCRA Law and Stock Transfer Service, Inc. Pursuant to Section 6, Article I of the Special Committee on Election Inspectors validated the proxies and acted as inspectors of election. The said committee delegated the tabulation and/or validation of votes to Stock Transfer Service, Inc.

The voting and vote tabulation procedures used were indicated in item 19 of the 2026 Definitive Information Statement posted in the company's website as well as in PSE EDGE system as well as in the Notice of Meeting attached to the Definitive Information Statement and the Notice of Meeting published in the newspapers. As can be seen thereat and as seen in parts

III to IX above, the voting would be conducted per agenda item, with votes cast either in person or by proxy. Neither the stockholders nor their proxies used the Ballot Form appended to the Notice of Meeting. Rather, the stockholders present in person or by proxy casted their votes on a per agenda item during the meeting.

The stockholders were also informed through the Explanation per Agenda Item attached as Annex "A" of the Notice of Meeting attached to the Definitive Information Statement and posted on the company's website as well as in Item 19 of the Definitive Information Statement about the required number of votes to approve each proposed item on the agenda. All matters requiring the vote of the stockholders were indicated in the Ballot Form provided to the stockholders and uploaded in the website. The tabulation of votes was conducted and validated by Stock Transfer Service, Inc., the Corporation's independent stock and transfer agent.

Furthermore, the stockholders of record as of 26 May 2026 exercised their right to vote during the meeting with their presence either in person or by proxy. As stated above, the voting procedures used per agenda item can be seen in parts III to IX above. Based on parts III to IX above, voting on every agenda item was conducted by poll based on the number of shares represented.

Moreover, pursuant to Item 19 of the 2026 Definitive Information Statement, for the election of the directors, in accordance with the RCCP, the Corporation's Revised Manual on Corporate Governance, Amended Articles of Incorporation and Amended 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 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. Further, as explained above, pursuant to Section 28 of the RCCP, an election was held to fill-in the additional seat created by and after approval of the SEC of the amendment of the Amended Articles of Incorporation.

Following the announcement on the holding of the annual stockholders' meeting, the Nominations, Remunerations, and Corporate Governance Committee accepted the nomination of any individual for election as directors. Thereafter, the Nominations Committee evaluated the nominees for the Board, including nominees for independent directors, and determined that they have all the qualifications and none of the disqualifications to serve in the Board of Directors.

The nominees for the Board of Directors, including the nominee for the additional seat created by the increase in the number of directors, are indicated in the Ballot Form (Annex "C" of the Notice of Meeting). Each stockholder entitled to vote may vote on the shares registered in his/her/its name for as many persons as there are directors, or he/it may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his/her/its shares shall equal, or he/it may distribute them on the same principle among as many candidates as he/she/it shall see fit; provided that the total number of votes cast by him/her/it shall not exceed the number of shares owned by him/her/it multiplied by the whole number of directors to be elected.

The stockholders were also informed through the Definitive Information Statement, Notice of Meeting, and the explanation of Atty. Velasco during the meeting that the affirmative votes of the stockholders representing 2/3 of the capital stock is necessary to approve SH Resolution No. 2026-01 increasing the number of directors from 9 to 10 members and approving the amendment of Article VI of the Amended Articles of Incorporation.

For all other matters requiring the vote or resolution of the stockholders, the stockholders were informed through the Definitive Information Statement and Notice of Meeting that the affirmative vote of the stockholders present and constituting a quorum during the meeting is necessary.

AISON BENEDICT C. VELASCO
Corporate Secretary

ATTESTED BY:

JOSE VICENTE C. BENGZON III
Chairman of the Board

Stock Transfer Service, Inc.

ANNEX "A"

Vitarich Corporation

Annual Stockholders' Meeting

26 June 2026 at 2:00 P.M.

The Pace, Ilang-Ilang, Sta. Rosa 2, Marilao, Bulacan.

ATTENDANCE REPORT

	No. of Shares	Percentage
PROXIES (Tabulated by CORSEC)	2,208,510,609	72.31 %
ATTENDANCE	80,400,256	2.63 %
TOTAL PROXIES AND ATTENDANCE	2,288,910,865	74.94 %

TOTAL ISSUED & OUTSTANDING SHARES : **3,054,334,014**

Certified by:

STOCK TRANSFER SERVICE, INC.

RICARDO D. REGALA, JR.
General Manager

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

ANNEX "B"

	VITARICH CORPORATION 2026 Annual Stockholders' Meeting 26 June 2026 at 2:00 P.M. The Pace Events Place, Ilang-Ilang St., Brgy. Sta. Rosa 2, Marilao Bulacan	
	Name of Stockholder/Proxy other than the directors present during the meeting	**Company and/or Remarks**
1	Leila Revilla	
2	Marilyn Cahiles	
3	Manuelo Sing IV	
4	Justin Sarsudo	
5	Elyn de Castro	
6	Marjory Candelario	
7	Andrea Ayen Batica	
8	Yves Paul Borja	
9	Esperanza Sison	
10	Eduardo Barja	COL
11	Nora Barja	COL
12	Elaine Baya	COL
13	Manuel Ulanday	
14	Danilo Bagasin	COL
15	Eva Bagasin	COL
16	Edmund Horca	COL
17	Ederyn Joy Horca	
18	Flor Magamora Horca	
19	Eden Furence Horca	
20	Lizete Monte	
21	Lolita Monte	
22	Dennis Monte	
23	Jose Ong	
24	Gilda Estoria	
25	Kormasinc Inc.	represented by Proxy
26	Chocoholic Holdings Inc.	represented by Proxy
27	Ramsey Holdings Corporation	represented by Proxy
28	Reynaldo D. Ortega	