

COVER SHEET

2	1	1	3	4				
---	---	---	---	---	--	--	--	--

S.E.C. Registration Number

			V	I	T	A	R	I	C	H		C	O	R	P	O	R	A	T	I	O	N								

(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

PRELIMINARY
INFORMATION
STATEMENT

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

Month Day

Fiscal Year

2	0	-	I	S
---	---	---	---	---

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

--	--	--	--	--	--	--	--	--	--

File Number

LCU

--	--	--	--	--	--	--	--	--	--

Document I. D.

Cashier

STAMPS

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:
☒ Preliminary Information Statement
☐ Definitive Information Statement
2. Name of Registrant as specified in its **VITARICH CORPORATION**
3. **Bulacan, Philippines**
Province, country or other jurisdiction of incorporation or organization
4. SEC Identification Number **21134**
5. BIR Tax Identification Code **000-234-398-000**
6. **Marilao-San Jose Road, Sta. Rosa I, Marilao, Bulacan 3019**
Address of principal office Postal Code
7. Registrant's telephone number, including area code **(632) 843-3033** **3019**
8. Date, time and place of the meeting of security holders

Date: **Friday, June 29, 2018**
Time: **2:00 p.m.**
Place: **7RS Restaurant, 2nd Floor, Rosalie's Building, Patubig, Marilao, Bulacan**
9. Approximate date on which the Information Statement is first to be sent or given to security holders: **June 05, 2018**
10. **In case of Proxy Solicitations:**

<i>Name of Person Filing the Statement/Solicitor:</i>	<u>Management of the Corporation</u>
<i>Address and Telephone No.:</i>	<u>843 3033 local 131</u>
11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants)

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding
<u>Common Stock</u>	<u>3,054,334,014 shares</u>
12. Are any or all of registrant's securities listed on a Stock Exchange?
Yes ☒ No ☐

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:
Philippine Stock Exchange



TO ALL STOCKHOLDERS:

NOTICE IS HEREBY GIVEN that the Annual Meeting of the Stockholders of VITARICH CORPORATION (the "Corporation") will be held on Friday, 29 June 2018, 2:00 P.M. at 7RS Restaurant, 2nd Floor, Rosalie's Building, Patubig, Marilao, Bulacan.

The Agenda for the meeting is as follows:

1. Call to order;
2. Certification of notice to the stockholders and the presence of a quorum to do business;
3. Approval of the minutes of the previous annual meeting;
4. Report of the President on the operations and financial statements of the Corporations;
5. Confirmation and ratification of the acts of the Board of Directors and officers;
6. Election of directors;
7. Appointment of the external auditor;
8. Appointment of the stock and transfer agent;
9. Other matters; and
10. Adjournment

For the purpose of determining the stockholders entitled to notice of, and to vote at the meeting, the record date is May 29, 2018.

Proxies must be submitted to the Special Committee of Election Inspectors of the Corporation at the executive office of the Corporation located at Marilao-San Jose Road, Sta. Rosa I, Marilao, Bulacan on or before June 18, 2018. Proxies shall be validated by the Special Committee of Inspectors at the said office of the Corporation on June 22, 2018.

On the day of the meeting, you or your duly designated proxy are hereby required to bring this Notice and any form of identification such as driver's license, passport, company I.D., voter's I.D., or TIN Card to facilitate registration. Registration shall start at 1:00 p.m. and will close at 1:45 p.m.


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

PART I.

A. GENERAL INFORMATION

Item 1. Date, time, and place of meeting of security holders.

- (a) The Annual Meeting of the Stockholders of VITARICH CORPORATION (the "Corporation") will be held on Friday, 29 June 2018 at 2:00 P.M. at the 7RS Restaurant, 2nd Floor, Rosalie's Building, Patubig, Marilao, Bulacan.
- (b) This Information Statement and the accompanying Proxy Form shall be sent or given to security holders on Tuesday, 05 June 2018. Complete mailing address of the principal office of Vitarich Corporation: Marilao-San Jose Road, Sta. Rosa I, Marilao, Bulacan

Item 2. Dissenter's Right of Appraisal

There is no matter to be taken up during the annual stockholders' meeting that may give rise to the exercise by any dissenting stockholder of the right of appraisal. Any stockholder of the Corporation may exercise his right of appraisal against any proposed corporate action that qualifies as an instance under Section 81 of the Corporation Code and which gives rise to the exercise of such appraisal right pursuant to and in the manner provided under Section 82 of the Corporation Code. Sections 81 and 82 of the Corporation Code provide as follows:

"SECTION 81. *Instances of Appraisal Right.* — Any stockholder of a corporation shall have the right to dissent and demand payment of the fair value of his shares in the following instances:

1. 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 to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;
2. 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 Code; and
3. In case of merger or consolidation."

"SECTION 82. *How Right is Exercised.* — The appraisal right may be exercised by any stockholder who shall have voted against the proposed corporate action, by making a written demand on the corporation within thirty (30) days after the date on which the vote was taken for payment of the fair value of his shares: *Provided*, That failure to make the demand within such period shall be deemed a waiver of the appraisal right. If the proposed corporate action is implemented or affected, the corporation shall pay to such stockholder, upon surrender of the certificate(s) of stock representing his shares, the fair value thereof as of the day prior to the date on which the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

If within a period of sixty (60) days from the date the corporate action was approved by the stockholders, the withdrawing stockholder and the corporation cannot agree on the fair value of the shares, it shall be determined and appraised by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the corporation and the third by the two thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by the corporation within thirty (30) days after such award is made: *Provided*, That no payment shall be made to any dissenting stockholder unless the corporation has unrestricted retained earnings in its books to cover such payment: and *Provided*, further, That upon payment by the corporation of the agreed or awarded price, the stockholder shall forthwith transfer his shares to the corporation."

Item 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon

No director, officer, or nominee for director or officer of the Corporation and, to the best knowledge of the Corporation, no associate of said director, officer or nominee for director or officer of the Corporation has any substantial interest, direct or indirect, by security holdings or otherwise, in any of the corporate actions to be acted upon at the annual meeting of the stockholders. None of the directors of the Corporation has informed the Corporation of his intention to oppose any of the corporate actions to be acted upon at the annual meeting of the stockholders.

B. CONTROL AND COMPENSATION INFORMATION

Item 4: Voting Securities and Principal Holders Thereof

- (a) *Number of Shares Outstanding.* The Corporation's capital stock is composed of common shares, which are voting shares. The number of shares outstanding is 3,054,334,014 with each share entitled to one (1) vote.

The Corporation's Filipino-Foreign equity ownership as of April 30, 2018 is as follows:

	<u>No. Of Shares</u>	<u>% Ownership</u>
Shares owned by Filipino	2,770,659,252	91%
Shares owned by Foreigners	283,674,762	9%
Total	3,054,334,014	100.00%

- (b) *Record Date.* The record date, with respect to this solicitation, is May 29, 2018. Only stockholders of record as at the close of business on May 29, 2018 are entitled to notice and vote at the meeting.
- (c) *Cumulative Voting Rights.* At the election of directors, each stockholder may vote the shares registered in his name, either in person or by proxy, for as many persons as there are directors, or he 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 shares shall equal, or he may distribute them on the same principles among as many candidates as he shall see fit: provided that the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by the whole number of directors to be elected.

Security Ownership of Certain Record and Beneficial Owners. Owners of record of more than 5% of the Corporation's voting securities as of March 31, 2018 are as follows:

Title of Class	Name, Address of Record Owner & Relationship with Issuer	Name of Beneficial Owner & Relationship W/ Record Owner	Citizenship	No. Of Shares	Percent Of Class
Common Shares	PCD NOMINEE CORPORATION (Filipino) 37/F The Enterprise Center, Ayala Avenue Corner Makati Avenue, Makati City Beneficial owner of more than 5% of the outstanding shares.	Various beneficial owners	Filipino	2,506,977,594	82.08%
	KORMASINC, INC. 7 th Floor, LTA Bldg., 118 Perea St., Legazpi Village, Makati City	Various beneficial owners	Filipino Corporation	1,928,339,491	63.13%
Common Shares	PCD NOMINEE CORPORATION (Non-Filipino) G/F Makati Stock Exchange Building, 6767 Ayala Avenue, Makati City Beneficial owner of more than 5% of the outstanding shares.	Various beneficial owners	Non-Filipino	245,066,942	8.02%

Security of Ownership of Management. The number of common shares beneficially owned by directors and executive officers as of March 31, 2018 is as follows:

TITLE OF CLASS	NAME OF BENEFICIAL OWNER	AMOUNT & NATURE OF BENEFICIAL OWNERSHIP	CITIZENSHIP	PERCENT OF CLASS
Common	Jose Vicente C. Bengzon III	10,000	Filipino	0.00%
Common	Rogelio M. Sarmiento	6,506,320	Filipino	0.21%
Common	Benjamin I. Sarmiento Jr.	199	Filipino	0.00%
Common	Ricardo Manuel M. Sarmiento	55,484,990	Filipino	1.82%
Common	Stephanie Nicole S. Garcia	104,359	Filipino	0.00%
Common	Lorenzo Vito M. Sarmiento III	500	Filipino	0.00%
Common	Jose M. Sarmiento	1,305,320	Filipino	0.04%
Common	Levi F. Diestro	300	Filipino	0.00%
Common	Vicente J.A. Sarza	1	Filipino	0.00%
Common	Manuel D. Escueta	1	Filipino	0.00%
Common	Juan Arturo Iluminado C. de Castro	6,075,034	Filipino	0.20%
Common	Mary Geraldine G. Relativo	0	Filipino	0.00%
Common	Rufino S. Fermin II	0	Filipino	0.00%
Common	Josefino A. Tapia Jr.	0	Filipino	0.00%
Common	Reynaldo D. Ortega	974	Filipino	0.00%
Common	Mary Christine Dabu-Pepito	0	Filipino	0.00%
Common	Alicia G. Danque	0	Filipino	0.00%

Voting Trust Holders of 5% or more. The Corporation is not aware of any person holding more than 5% of the common shares of the Corporation under a voting trust or similar agreement as there has been no voting trust agreement which has been filed with the Corporation and the Securities and Exchange Commission, as required under the Corporation Code.

- (e.) *Description of any arrangement, which may result in a change in control of the Corporation.*
There are no arrangements that will affect or change the ownerships.

Item 5. Directors and Executive Officers

The directors of the Corporation are elected at the annual meeting of the stockholders of the Corporation to hold office until the next succeeding annual meeting of the stockholders and until the respective successors have been elected and qualified.

Officers are elected by the newly elected Board of Directors at the first meeting. The Board also elects during its first meeting the chairman and members of the Audit, Risk Oversight and Related Party Transactions & Nomination, Remuneration and Corporate Governance Committees. There are two (2) independent directors, one of whom is the Chairman of the Audit, Risk Oversight and Related Party Transactions Committee and the other heads the Nomination, Remuneration and Corporate Governance Committee. Officers of the Corporation shall be subject to removal at any time by the Board of Directors, but all officers, unless removed, shall hold office until their successors are appointed. If any vacancy shall occur among the officers of the Corporation, such vacancy shall be filled by the Board of Directors.

None of the members of the Board of Directors, executive officers and nominees of the Corporation are involved in any criminal, bankruptcy, or insolvency investigation or proceeding for the past five (5) years.

Involvement of Members of the Board of Directors, etc. in Certain Legal Proceedings. The registrant has no knowledge of any event during the past five (5) years up to the latest filing date in which any of its director or executive officer, or any nominee is being involved in any criminal or bankruptcy proceedings or subject of any order or judgment of any court or quasi-judicial agency, whether local or foreign effecting his involvement in business, securities, commodities or banking activities.

Nominees. The nominees for the members of the Board of Directors and Executive Officers for the ensuing year as of the date of sending the Definitive Information Statement to security holders on 05 June 2018 are the following:

Regular Directors:

1. Mr. Jose Vicente C. Bengzon III;
2. Mr. Rogelio M. Sarmiento;
3. Mr. Ricardo Manuel M. Sarmiento;
4. Ms. Stephanie Nicole S. Garcia;
5. Mr. Jose M. Sarmiento;
6. Mr. Benjamin I. Sarmiento Jr.;
7. Mr. Lorenzo Vito M. Sarmiento, III;
8. Mr. Levi F. Diestro;
9. Atty. Juan Arturo Iluminado C. de Castro

Independent Directors

10. Mr. Vicente J.A Sarza;
11. Mr. Manuel D. Escueta

The independent directors were pre-screened by the Nomination, Remuneration and Corporate Governance Committee of the Corporation under the procedures laid down in the Corporation's By-Laws and its Manual on Corporate Governance. They possess all the qualifications and none of the disqualifications of being an independent director, pursuant to SRC Rule 38 of the Rules Implementing the Securities Regulations Code. In approving their nomination, the members of the Nomination, Remuneration and Corporate Governance Committee had observed the guidelines prescribed in SEC Circular No. 16, Series of 2002 (or the Guidelines on the Nomination and Election of Independent Directors), the Corporation's By-Laws and its Manual on Corporate Governance.

Officers:

Ricardo Manuel M. Sarmiento	- Chief Executive Officer/President
Stephanie Nicole S. Garcia	- EVP, Corporate Management Services Director and Treasurer
Rey D. Ortega	- Senior Vice President and General Manager, Poultry and Foods Division
Mary Geraldine G. Relativo	- Vice President, Chief Finance Officer
Rufino S. Fermin II	- Vice President, Chief Strategy Officer
Josefino A. Tapia Jr.	- Vice President, Supply Chain Director
Atty. Tadeo F. Hilado	- Corporate Secretary
Atty. Mary Christine Dabu-Pepito	- Asst. Corporate Secretary/Compliance Officer/Corporate Information Officer
Alicia G. Danque	- Alternate Corporate Information Officer

All nominees for directors and executive officers are Filipino citizens.

Following is a brief profile of the Corporation's Directors and Officers for the year 2018-2019.

**Jose Vicente C. Bengzon III, Filipino, 60 years old
Director/Chairman of the Board**

Mr. Bengzon is an Independent Director of Bermaz Auto Phil's Inc. since 2017, Director & Chairman of Audit Committee of Century Peak Mining Corp since 2016; the Vice Chairman & Chairman of Executive Committee, Commtrend Construction Corp since Oct 2014; President of UPCC Holdings Corp since 2006 & Director & Chairman of Risk Management Committee, Rizal Microbank since 2010. He was acting Chairman, Philippine National Construction Corp. 2012 - 2013; Director, Manila North Tollways Corp. 2012 - 2013; Director, Citra Metro Manila Tollways Corp. 2012 - 2013; Director, South Luzon Tollways Corp. 2011 - 2012. Prior to this, he is a Director of Pres. Jose P. Laurel Rural Bank Inc. since 2010 and Philippine National Construction Corporation since 2011. He is also the President of UPCC Holdings Corporation since 2006. Prior to this, he was the Chief Privatization Officer of the Department of Finance. He was the President of Abarti Artworks Corporation from 2001-2004. He was also an Entrepreneur of Westborough Food Corporation from 1993-2001. He is a Certified Public Accountant and a graduate of De La Salle University having obtained his Bachelor of Science in Commerce and Bachelor of Arts degrees major in Economics in 1980 therefrom. He took his Master of Business Administration at the Kellogg School of Management at Northwestern University in 1988.

Ricardo Manuel M. Sarmiento, Filipino, 41 years old

Director/President & Chief Executive Officer

Mr. Ricardo Manuel Sarmiento is presently the President and Chief Executive Officer of Vitarich Corporation. He leads the over-all operations of Vitarich Corporation. He holds a degree in Bachelor of Science in Tourism from the University of the Philippines in Diliman, Quezon City. He is a member of the Upsilon Sigma Phi. Mr. Sarmiento joined Vitarich in July 2005.

Stephanie Nicole M. Sarmiento-Garcia, Filipino, 38 years old

Director/Executive Vice-President, Corporate Management Services Director and Treasurer

Ms. Garcia is the EVP, Corporate Management Services Director and Treasurer of the Company. As such, she is in charge of the funds, assets, securities, receipts and disbursements of the Corporation. She oversees efficient operations, allocates funds and negotiates contracts and prices as well. Prior to Vitarich, Ms. Garcia worked as a Store Manager at *Le Pain Quotidien*, an international chain of café-style restaurants, specializing in bakery items. Early on, she held a front desk position at the *Ritz Carlton Hotel* in San Francisco. She holds a degree in International Hospitality Management from Glion Institute of Higher Education (formerly known as Glion Hotels School), a private, university-level Swiss hotel management school in Switzerland. Ms. Garcia joined Vitarich in October 2003.

Rogelio M. Sarmiento, Filipino, 69 years old

Director

Mr. Sarmiento was the President of L. S. Sarmiento & Co., Inc., Sarmiento Industries, Inc., Fortuna Mariculture Corporation, and Sarphil Corporation from 1968 to 1981. He obtained his Bachelor of Science in Business Administration degree from the University of San Francisco and his Master of Business Administration degree from the University of Sta. Clara in the United States of America. He was President of the Philippine Association of Feed Millers Inc. from 1990-1992 and Vice-President of the Philippine Chamber of Commerce from 1988 to 1989. Formerly a member of the Interim Batasang Pambansa, he concurrently served as Minister of State for Transportation and Communications. He also served as Deputy Director General of the National Economic and Development Authority. He was a member of the House of Representatives representing the First District of the Province of Davao del Norte from 1992 to 2001.

Benjamin I. Sarmiento Jr., Filipino, 49 years old

Director

Mr. Benjamin Sarmiento is a graduate of the University of San Francisco with a degree of Bachelor of Arts in Economics. He is the Chief Executive Officer of Pacific Equity, Inc. from 1989 up to the present. He is also a Director of the following companies: M3 Ventures, International Inc. from 1991 up to the present, and Ultra-Seer, Inc., Hillsdale Marketing Inc., Specialized Products & Services, Inc., Escotek, Inc. and Diversified Industrial Technology, Inc. from 2002 up to the present. He is the Chief Executive Officer of Sarmiento Pacific Agribusiness.

Lorenzo Vito M. Sarmiento III, Filipino, 43 years old

Director

Mr. Sarmiento is President of Davito Holdings Corporation. He is Co-founder and Chief Operating Officer of Advanced Environmental Soil Solutions, Inc. He was President of Medityre, President of Speed Space Systems, Chairman of Emphasys Process Corporation, Investor and co-founder at South Super Sports, Team Manager under contract with the Philippine Football Federation, Creative Director of Speed HKG. He graduated in 1999 from the University of San Francisco, San Francisco CA USA, with a degree in Bachelor of Science in Business Administration with emphasis in Marketing and International Business. He took up special courses in International Studies at the Richmond College in London, England and Network Engineering at Herald College, San Francisco CA USA. He was elected as director of the Corporation on June 29, 2012.

Manuel D. Escueta, Filipino, 67 years old

Independent Director

Mr. Escueta was elected as an Independent Director of the Corporation on January 24, 2014. He worked as General Advertising Manager of P&G Asia (1973-2000), Vice President for Corporate Marketing & Communication of United Laboratories, Inc. (2001-2004), Head, President and CEO of Pascual Laboratories, Inc. - Consumer Health Division (2005-2012), and Chairman of Pascual Consumer HealthCare Corp (2012-2013). He is at present the President of Educhild Foundation, Inc. and the Vice-Chairman of the Board of Trustees of Southridge PAREF School for Boys. He also served as a Board of Director of the Advertising Board of the Philippines (1980-1985, 1992-1995). He is a graduate of University of the Philippines in Diliman, Quezon City with a degree on Business Administration Major in Marketing in 1972.

Levi F. Diestro, Filipino, 60 years old

Director

Mr. Diestro is an International Human Resources Manager and currently the Vice President Human Resources and Administrative Department of Quick Reliable Courier Services Inc. a logistics company. At present, he is also the Treasurer of Asian Institute of Human Resources, PMAP (People Management Association of the Philippines) He worked at Maynilad Water Services Inc., a subsidiary of MVP Group of Companies as Vice President Human Resources, Division from 2011 to 2016. He was a Consultant of the Bureau of Customs, Department of Finance in 2011. He also became the Corporate HR Director of Lina Group of Companies in 2008 to 2010. He served as a Country HR Manager (Philippine Site) of intel, Numonyx Philippines, Inc., HR manager of DHL Exel Supply Chain, HR-Employee Relations and Services Manager of Analog Devices, Inc., HR-Senior Division Manager of Integrated Microelectronics, Inc., and HR Department Manager of Philippine Auto Components, Inc. - Denso Corp. Japan. He is a graduate of Colegio de San Juan de Letran, with a degree on BS Psychology in 1980, MBA units. He was elected as director of the Corporation on July 04, 2014.

Atty. Juan Arturo Iluminado C. de Castro, Filipino, 37 years old

Director

Dr. Juan Arturo Iluminado C. de Castro (or "Johnny") is a practicing lawyer with a Bachelor of Laws degree from the University of the Philippines (UP) College of Law, and is the first Filipino to obtain both a Doctorate in the Science of Law (J.S.D.) and a Master of Laws (LL.M.) degree at the University of California (UC) Berkeley School of Law (Boalt Hall) in the United States of America (USA) in 2011. He authored the book on Philippine Energy Law (2012), which provides guidance for investing in the country's electric power industry. Dr. De Castro has extensive experience in corporate rehabilitation or Chapter 11 Bankruptcy in the Philippines as managing partner of the De Castro & Cagampang-De Castro Law Firm, a boutique law firm in Makati. Their law practice includes civil and criminal litigation before various courts, appellate practice, real estate transactions, and cases before the Sandiganbayan, among others. He is currently also an Assistant Professorial Lecturer at the De La Salle University College of Law.

Vicente J.A Sarza, Filipino, 65 years old

Independent Director

Vicente Sarza is a Director and Chief Operating Officer at Mabuhay Capital. Prior to joining Mabuhay Capital, Mr. Sarza was Senior Vice President, head of institutional banking at Asia United Bank (AUB), a publicly listed company, which operates as a universal bank. Before moving to AUB, Mr. Sarza was a Principal, Head of Advisory Services in KPMG Philippines. He was responsible for the significant expansion of market share and significant increase in recognition of KPMG Advisory as an advisory services firm in key industries such as financial institutions, energy, water, infrastructure, insurance and in government and the multilateral institutions. Over the years, Mr. Sarza's extensive experience includes successful engagements as Director to Chief Privatization Officer, rank of Undersecretary in the Privatization and Management Office (An Agency of the Department of Finance). Mr. Sarza was also a Director and Chairman of the Technical Committee Privatization Office and Special Concerns for Department of Finance (Republic of the Philippines). Mr. Sarza had various roles in the successful privatization of Maynilad, International School, Philippine Telecommunications Investment Corp., Energy Development Corp., and Iloilo Airport. Mr. Sarza spent more than 25 years in banking, his stints spanning corporate, middle market, and consumer banking with added responsibilities in his last 8 years through involvement in senior functions such as Mancom, Asset and Liabilities Management and Credit Committee duties, among others. Prior to Department of Finance, Mr. Sarza spent a total of 14 years in United Coconut Planters Bank (UCPB) and UCPB Savings Banks as Manager of First Vice President-Head of the Commercial Credit Division and President and COO, respectively. Mr. Sarza holds a A.B. Economics from the Ateneo De Manila University.

Other Executive Officers

Reynaldo D. Ortega, Filipino, 48 years old

Senior Vice President and General Manager, Poultry and Foods Division

Dr. Ortega is a Doctor of Veterinary Science and Medicine and obtained his degree from the Central Luzon State University, Munoz, Nueva Ecija in 1992. He started as Production Supervisor in Purefoods Corporation in Sto. Tomas, Batangas and was later assigned as Veterinary Supervisor at Purefood's JMT office in Ortigas, Pasig. He joined Vitarich Corporation in 1994 as Extension Veterinarian and, since then, handled various positions as Veterinary Services Group Head, Contract Growing Operations Head, Technical Head, Poultry and Livestock Division Head, until his appointment as Vice President and General Manager-Poultry and Foods Division in January 2017. His training includes Poultry Tunnel Ventilation System, Poultry Management in Cage System, Immunology and Virology, and Artificial Insemination in Broiler Breeder. He attended various symposiums about Poultry production, processing and marketing in USA, Europe and Asia.

Rufino S. Fermin II, 41 years old

Vice President and Chief Strategy Officer

Mr. Fermin was appointed as Vice President and Chief Strategy Officer of the Corporation on February 01, 2018. He worked as Vice-President for Marketing of Personal Collection, Marketing Director, Consumer Solutions of Concepcion-Carrier Air Conditioning Company, Vice-President, Head of Marketing of Philippine Airlines – SMC and Marketing Manager of Air Asia, Inc. – Philippines. He also worked at SMART Communications, Inc., United Laboratories, Inc. and Bidshot Wireless Services / Chikka Asia, Inc. He is a graduate of Ateneo de Manila University with a degree on Bachelor of Science in Management Information System in 1999.

Mary Geraldine G. Relativo, 52 years old

Vice President, Chief Finance Officer

Ms. Relativo is the Vice President and Chief Finance Officer of the Company. She is a Certified Public Accountant with diverse corporate experience in the shipping, supply chain and real estate industries involved in strategic, financial planning; investment appraisal & risk analysis; project development, project evaluation; program planning, budgeting, & management; and policy research and analysis. She obtained her Bachelor of Science in Accounting (cum laude) and her Bachelor of Science Major in Psychology from the University of San Carlos. She worked as SVP-Chief Financial Officer of Taft Property Ventures Development Corporation, Vice-President, Controllershship and Vice-President, Sales Administration of SM Development Corporation, Vice-President, Chief Finance Officer of Landco Pacific Corporation, AVP – Corporate Finance, Freight & Supply Chain Divisions of Aboitiz Transport System Corporation, AVP & Chief Finance Officer of Cebu Ferries Corporation, General Manager and Operating Head of Crown Asia Davao, Group Controller & Finance

Josefino A. Tapia Jr., 49 years old
Vice President, Supply Chain Director

Mr. Tapia is the Vice President for Supply Chain of the Company. He graduated from the University of San Carlos with a degree in BS Chemical Engineering (Magna cum laude). He joined the company on 2017 bringing with him 22 years of end to end supply chain management experience working both country and regional operations. Prior to joining Vitarich, he worked with Procter & Gamble Phils. holding various leadership positions in Manufacturing, Engineering and Customer Logistics Operations. He was also based in Singapore and worked in Procter & Gamble's International Operations as the Category Supply and Initiatives Planning Leader for its Fabric & Home Care business in the ASEAN, Australia/New Zealand and India region. After P&G, he became Vice President for Supply Chain of Personal Collection Direct Selling Co, overseeing Purchasing, Planning, Manufacturing, Warehousing & Logistics Operations.

Atty. Tadeo F. Hilado, Filipino, 64 years old
Corporate Secretary

Atty. Tadeo F. Hilado is an Of Counsel of the Angara Abello Concepcion Regala and Cruz Law Offices (ACCRALAW). He joined the said Firm in 1978 and became a Partner in 1987. He received his Bachelor of Arts degree from De La Salle University (summa cum laude) in 1973 and his Bachelor of Laws degree from the University of the Philippines in 1977. He obtained a Master of Laws degree from the University of Michigan in 1981 after which he worked for a year as a visiting lawyer in the U.S. law firm of Graham & James in San Francisco, California. He has been with Accralaw's Corporate and Special Projects Department for more than 30 years and has extensive experience in corporate law, mergers and acquisitions, securities (including registration of securities, public offerings, mutual funds and other collective investment schemes), foreign investments and joint ventures. He has advised multinational companies in the establishment of their representative offices, branches and subsidiaries in the Philippines, including preparation of joint venture and shareholder agreements with Filipino partners and compliance with Filipino ownership requirements in nationalized businesses and industries. He has acted as director and corporate secretary of numerous privately and publicly held and listed companies.

Atty. Mary Christine C. Dabu-Pepito, Filipino, 32 years old
Assistant Corporate Secretary/Compliance Officer/Corporate Information Officer

Atty. Dabu-Pepito was first appointed as the Corporation's Assistant Corporate Secretary/Compliance Officer/Corporate Information Officer on March 21, 2016. She is also the Corporate Secretary of Precisione International Research and Diagnostic Laboratory, Inc. She obtained her Bachelor of Arts (Cum Laude) at the University of the Philippines – Diliman and her Bachelor of Laws degree at the San Beda College-Manila in 2011 where she ranked 8th out of 87 graduates. She was admitted to the Bar on March 28, 2012 and joined Dulay, Pagunsan & Ty Law Offices as one of its Associates Lawyer until May 2013. From June 2013 up to March 2016, she was an Associate Lawyer at Dabu & Associates Law Office and was appointed as a Partner of the said firm on April 2016. Her areas of practice include civil, family, criminal, commercial, administrative, employment and labor law litigation as well as corporate and commercial services. She has appeared before the Office of the City Prosecutor, National Labor Relations Commission, Housing and Land Use Regulatory Board, Social Security Commission, Metropolitan Trial Courts and Regional Trial Courts. She has also represented clients before the Court of Appeals and Supreme Court.

Significant Employees. There are no persons other than the Directors and Executive Officers expected to make a significant contribution to the business of the Corporation.

Family Relationships. Mr. Ricardo Manuel M. Sarmiento is the son of Director Rogelio M. Sarmiento and sister of Stephanie Nicole S. Garcia. Benjamin I. Sarmiento Jr. and Lorenzo Vito M. Sarmiento III are the cousins of Mr. Ricardo Manuel M. Sarmiento. Mr. Jose M. Sarmiento is the brother of Director Rogelio M. Sarmiento.

Item 6. Standard Arrangement

The members of the Board of Directors are entitled to a per diem of P7,000 each for every meeting whereas the members of the Audit, Risk Oversight and Related Party Transactions & Nomination, Remuneration & Corporate Governance Committees are entitled to a per diem of P3,000 for every meeting participation.

Arrangements with Directors & Officers

The Corporation does not extend or grant warrants or options to its executive officers and directors. Thus, the Corporation has no obligation to disclose information pertaining to warrants and options.

The market value of the shares of stock, if any, received by the Company's executives and officers approximate the compensation that they should have received had the payment been made in other form of consideration at the grant date.

Executive Compensation

The compensation includes the following:

	2017	2016	2015
Short-term employee benefits	21,436,701	17,596,944	10,377,449
Retirement benefits	1,196,965	1,047,455	496,538
Compensation paid in share of stock/equivalent value in cash	–	–	1,883,840
Others	5,952,556	4,777,000	3,987,930
	28,586,222	23,421,399	16,745,757

The aggregate compensation including other remuneration during the last two fiscal years, as well as those estimated to be paid in the ensuing fiscal year to the Corporation's Chief Executive Officer and Officers is as follows: (in millions of Pesos)

	YEAR	SALARY	BONUS & OTHERS	AGGREGATE COMPENSATION
CEO & four most highly compensated officers				
Estimated	2018	12.89	-	12.89
Actual	2017	10.97	-	10.97
Actual	2016	10.93	-	10.93
ALL OTHER OFFICERS & DIRECTORS AS A COMPANY UNNAMED				
Estimated	2018	1.54	-	1.54
Actual	2017	1.33	-	1.33
Actual	2016	0.75	-	0.75
TOTAL				
Estimated	2018	14.43	-	14.43
Actual	2017	12.3	-	12.3
Actual	2016	11.68	-	11.68

The following are the five highest compensated officers of the Company:

1. **Ricardo Manuel M. Sarmiento** – CEO/President
2. **Stephanie Nicole S. Garcia** – EVP, Corporate Management Services Director/Treasurer
3. **Joven P. Dy** – SVP – Poultry & Food Operations
4. **Guillermo B. Miralles** – VP, Feeds Business Development;
5. **Reynaldo D. Ortega** - VP and General Manager, Poultry and Foods Division

* Mr. Joven P. Dy resigned as Senior Vice President, Poultry & Foods on January 31, 2018

** Mr. Guillermo B. Miralles retired as Vice President, Feeds Business Development on January 31, 2018

*** Mr. Reynaldo D. Ortega was appointed as Senior Vice President, Poultry & Foods Division on March 6, 2018

Certain Relationship and Related Transactions. The Company engages, in the normal course of business, in various transactions with its related parties which include stockholders, entities under common control, key management and others, as described below.

Payable to a Stockholder

Settlement of Restructured Debt. The remaining balance of payable to a stockholder resulted mainly from the acquisition by Kormasinc of the Company's restructured debt from creditors. Of the restructured debt of ₱3.2 billion acquired by Kormasinc (including interest of ₱200.0 million), ₱2.4 billion was converted to equity in 2013.

On December 22, 2017, the SEC approved the debt to equity conversion of the remaining payable of P407.1 million to Kormasinc at P1.52 a share. Consequently, Kormasinc's ownership interest increased from 69.20% to 71.90%.

Due to and from related parties

Advances to and from Related Parties. The Company also grants unsecured, noninterest-bearing advances to its related parties for working capital requirements. These are payable on demand, hence, are classified under current assets in the consolidated statements of financial position.

Trade Payable. The Company buys raw materials, hogs, and breeder flocks from related parties and sells animal feeds, raw materials, feed supplements and dressed chicken to related parties.

Advances to Officers and Employees

The Company grants unsecured, noninterest-bearing advances to its officers which are normally collected within one year through salary deduction. Certain officers also pay operating expenses on behalf of the Company which are payable upon demand.

Voting Trust Holders of 5% or more

The Corporation is not aware of any person holding more than 5% of the common shares of the Corporation under a voting trust or similar agreement as there has been no voting trust agreement which has been filed with the Corporation and the Securities and Exchange Commission, as required under the Corporation Code.

Description of any arrangement which may result in a change in control of the Corporation

There are no arrangements that will affect or change the ownership.

Item 7. Independent Public Accountants

For the year 2017, the Company's independent public accountant is the accounting firm of Reyes Tacandong & Co. The audit of the financial statements of the Company was handled and certified by the engagement partner, Ms. Belinda B. Fernando. The Company has complied with SRC Rule 68, paragraph 3 (b) (iv) re: five (5) years rotation requirement for the external auditor.

Pursuant to SRC Rule 68.1 (Qualification and Reports of Independent Auditors), the Company engaged Reyes Tacandong & Co. for the examination of the Company's financial statements effective calendar year 2011. The engagement of Reyes Tacandong & Co. and the engagement partner is approved by the Board of Directors and the stockholders of the Company.

External Audit Fees and Services

The work of Reyes Tacandong & Co. consisted of an audit of the financial statements of the Company to enable them to express an opinion on the fair presentation of the Company's financial position, results of operations and cash flows in accordance with Philippine Financial Reporting Standards. In addition to their report, and as a value-added service, Reyes Tacandong & Co also reviewed the Corporation's computation of the annual income tax expense and likewise also the review of the unaudited quarterly consolidated statements of financial position of the Corporation and the related statements of comprehensive income, changes in equity and cash flows for the quarter ended in accordance with Philippine Standards on Review Engagements (PSRE) 2410, "Engagements to Review Financial Statements" issued by the Auditing and Assurance Standards Council, as applicable to review engagements. For the years 2017, 2016 and 2015, audit and audit-related fees amounted to ₱4.36 million, ₱3.8 million and ₱3.6 million, exclusive of VAT and out of pocket expenses, respectively.

There were no other services obtained from the external auditors other than those mentioned above.

The Audit Committee has confirmed the terms of engagement and the scope of services of the external auditor as endorsed by the Management of the Company

Audit, Risk Oversight, and Related Party Transactions Committee

The Audit, Risk Oversight, and Related Party Transactions Committee's approval policies and procedure for external auditors are:

- a) Statutory audit of company's annual financial statements
 - a. The Audit, Risk Oversight, and Related Party Committee ensures that the services of the external auditor conform with the provision of the company's manual of corporate governance specifically articles 2.3.4.1; 2.3.4.3 and 2.3.4.4
 - b. The Audit, Risk Oversight, and Related Party Committee makes an assessment of the quality of prior year audit work services, scope, and deliverables and makes a determination of the reasonableness of the audit fee based on the proposed audit plan for the current year.
- b) For other services other than annual F/S audit:
 - a. The Audit, Risk Oversight, and Related Party Committee evaluates the necessity of the proposed services presented by Management taking into consideration the following:
 - i. The effectiveness of company's internal control and risk management arrangement, systems and procedures, and management degree of compliance.
 - ii. The effect and impact of new tax and accounting regulations and standards.

- iii. Cost benefit of the proposed undertaking
- b. The Audit, Risk Oversight, and Related Party Committee approves and ensures that other services provided by the external auditor shall not be in conflict with the functions of the external auditor for the annual audit of its financial statements.

Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

There was no event in the past fifteen (15) years where the previous and current external auditor had any disagreement with regard to any matter relating to accounting principles or practices, financial statement disclosures or auditing scope or procedure. There were no disagreements with the external auditor of the Corporation on any matter of accounting and financial disclosure.

Item 8. Compensation Plan

No action is to be taken with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed except for the compensation and benefits under existing labor laws and Corporation policy that may be due to employees.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9. Authorization or Issuance of Securities Other than for Exchange

Not Applicable

Item 10. Modification or Exchange of Securities

Not Applicable

Item 11. Financial and other Information

The information required under item 11 (a) of SEC Form 20-IS are contained in the Corporation's 2017 Annual Report on SEC Form 17-A and 2017 Audited Financial Statements accompanying this Information Sheet.

Item 12. Mergers, Consolidation, Acquisitions and Similar Matters

Not Applicable

Item 13. Acquisition or Disposition of Property

Assets Held for Disposal

In 2014, the Company's Board of Directors (BOD) approved the disposal of its major feed mill and the land where it is located at Marilao, Bulacan and several noncore assets with an aggregate carrying value of P1,288.7 million for P659.4 million. The proceeds were used to further reduce outstanding liabilities and generate needed working capital. Loss on the sale of assets amounted to P629.3 million (see Note 11 of Audited FS 2015).

In 2015 and 2014, the Company's BOD approved the disposal of certain noncore and core property, plant and equipment including its major feed mill and the land where it is located in Marilao, Bulacan. The proceeds were used to further reduce outstanding liabilities and generate needed working capital (see Note 1 of Audited FS 2015).

Item 14. Restatement of Accounts

Please refer to Notes 2, 3 and 4 of the Audited Consolidated Financial Statements of the Corporation – December 31, 2017.

D. OTHER MATTERS

Item 15. Action with Respect to Reports

Appointment of the Stock Transfer Agent

Stock Transfer Service, Inc. (STSI) is recommended for re-appointment at the annual stockholders' meeting scheduled on June 29, 2018 as the Corporation's stock transfer agent for the ensuing year.

The following are included in the Agenda of the Annual Meeting of Stockholders of the Corporation scheduled on June 29, 2018 for the approval of the stockholders:

1. Call to order;
2. Certification of notice to the stockholders and the presence of a quorum to do business;
3. Approval of the minutes of the previous annual meeting;
4. Report of the President on the operations and financial statements of the Corporations;
5. Confirmation and ratification of the acts of the Board of Directors and officers;
6. Election of directors;
7. Appointment of the external auditor;
8. Appointment of the stock and transfer agent;
9. Other matters; and
10. Adjournment

A brief summary of the Minutes of the Annual Meeting of Stockholders of the Corporation held on 30 June 2017 is as follows:

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. Tadeo F. Hilado, recorded the minutes of the proceedings.

The Corporate Secretary certified that written notices of the annual general meeting of the stockholders were sent to all stockholders of record as of 30 May 2017.

The Corporate Secretary certified that out of a total of 2,786,497,901 issued and outstanding shares, 2,012,903,156 shares or 72.24% were present in person or by proxy. Therefore, a quorum existed for the transaction of business.

Upon motion duly made and seconded, the reading of the minutes of the annual meeting of the stockholders of the Corporation held on 24 June 2016 was dispensed with and the said minutes were approved.

Mr. Ricardo Manuel M. Sarmiento, President and Chief Executive Officer, reported on the operations and financial statements of the Corporation for the year 2016.

He reported that Vitarich's consolidated revenues of P5.1 Billion for the year 2016 grew by 48% over 2015 due to increased sales volume and favorable selling prices. The operating profit in 2016 of P205 Million was 54% higher than that of 2015 because of higher sales, better efficiency of poultry and feed operations, improved inventory management, and lower raw material cost.

Mr. Sarmiento also reported that in 2016, with favorable market prices, the food segment increased its sales revenues. Food operation contributed an operating income worth P214 Million, a growth of 30% versus 2015. This was a result of the Food team's concerted effort to convince contract growers to invest in tunnel vent technology, and recruitment of partners, new distributors, hotel, restaurant, and supermarket accounts.

Total feed sales revenue in 2016 grew by 42% versus 2015. Mr. Sarmiento discussed that Vitarich expanded its sales volume as it was able to add several farm customers on the strength of its poultry feeds and the comprehensive technical back up support packaged with its partners. Feed segment contributed an operating profit of P208 Million, significantly higher than 2015.

Furthermore, Vitarich's farm sales in 2016 surpassed the 2015 levels. Sales revenues increased by 84% versus 2015 due to better supply of day old chick which resulted in operating profit higher by 86%.

Mr. Sarmiento noted that the Corporation's poultry operation was a significant factor behind the higher income for 2016. Vitarich's breeder and broiler operations were able to lower production cost by achieving very good efficiencies. The poultry group implemented the following programs that resulted in lower chicken live cost: (a) recruitment of growers; (b) provision of high quality inputs of day old chick and feeds; and (c) timely response through intensive and prompt technical support.

He also reported that key performance index for raw materials and finished feeds inventory was continuously enforced which resulted in quicker stock inventory turnaround. For 2016, Vitarich was able to hit 7 to 14 days inventory levels. Days receivables was one of the key focus points which started in 2015, with the enforcement of strict payment terms.

Price of raw materials was relatively low. Nevertheless, knowing how volatile commodity prices can be, the purchasing team armed itself strategically and enjoyed better negotiating position to continuously buy and pay the right materials and the right specifications that were needed for Vitarich's product ranges of feeds.

Mr. Sarmiento reported also that for the year 2016, Vitarich achieved a total comprehensive income of P106 Million, more than twelve (12) times higher than 2015 income of P8.6 Million.

In addition to this achievement, Mr. Sarmiento also reported another milestone in Vitarich's 66 years as the Corporation finally exited its corporate rehabilitation six (6) years ahead of schedule. Thus, Corporate Rehabilitation is a thing of the past for Vitarich.

Mr. Sarmiento also discussed that the origin of Vitarich could be traced back to the humble efforts of its forerunners to forge mutually beneficial partnerships with farmers. With the Lifetime Profitable Partnership program of Vitarich's new leadership now in full swing, Vitarich has endeavored to be not just a provider of solutions but a trusted business partner as well. Customers have been able to enter into financial assistance agreements with banks that would enable them to grow significantly. Furthermore, a range of business solutions portfolio was likewise made available – one of which is the supplemental broiler growing program that provided small to medium-sized entrepreneurs with all the needed materials to start their own poultry farm.

He also reported that the posted gains of the Corporation for several years coupled with consumers' trust in Vitarich brand have made Vitarich's share prices rise, thus increasing confidence of investors and the market in general.

Practically debt-free, Mr. Sarmiento said that Vitarich is definitely back and will now be able to focus its sight in developing big ideas, open opportunities for expansion, and intensive manpower training to support expanded operations.

He likewise added that Vitarich will fortify its pioneering bid in the industry. Quality being the Corporation's trademark, the technical support team has been tasked to make sure that every bag that goes out to the customer contains the best possible nutrients for the animals and has undergone thorough quality measures. Management fully supports efforts to continuously improve quality and produce new and better products.

He also reported that feed mill and dressing plants, whether toll or company-owned, undergo regular monitoring for good manufacturing practices that would ensure consistent and good quality products. To augment production capacity and generate employment for local workers in Mindanao, the new Davao feed mill and dressing plants will soon be operational. Investments for feed mill plants in Luzon are in the drawing board. Bicol operations are expected to generate contract-growing capacities in that part of Luzon. A new sales office in Cebu is expected to increase Vitarich's visibility in the area. The Corporation has been granted Halal certification for its plants in Marilao, Bulacan and in Davao and is now able to cater to an important and growing market of Halal consumers. Poultry raised in local farms are cared for in accordance with Halal principles. He remarked that this Halal certificate is another milestone to Vitarich's adherence to pursued quality.

Mr. Sarmiento said that with hog and chicken production forecasted to grow and better raw material cost and contingency purchase plans for supply shortage and the like, several programs for next year have been lined up to achieve aggressive targets.

For poultry operations, Mr. Sarmiento said that good efficiency and productivity of poultry farms are expected. Existing breeders will be expanded and additional business partners with breeder farm facilities that will produce high quality day-old chicks will be recruited. In addition, the improvement of contract-to-buy partnership will be continually evaluated to ensure good quality day-old chicks production output. Technical service assistance to partners will be intensified by deploying only technically equipped field personnel. The Corporation will also continue to increase its contract growing base. Contract-to-buy broiler and feeds tie-up will be expanded to increase volume.

For food sales, Mr. Sarmiento said that the foods group will continuously respond to growing market needs. Market network will be expanded and new value-added products will likewise be developed to increase revenue. Dressing plant compliance with good manufacturing practices will continually be monitored to assure attainment of high recovery and good meat quality.

Meanwhile, feeds group will rely on its relationship with its customers, dealers, and distributors to increase volume and profit through superior technical assistance, after-sales services and aggressive product value promotions, direct farm selling, and extensive distribution coverage.

As regards Vitarich's Corporate Social Responsibility activities, in support of the food security program of the government, Vitarich entered into a Memorandum of Agreement with Laak Multi-Purpose Cooperative for the purchase of 200 metric tons of corn per month. This is seen as Vitarich's corporate social responsibility activity as it will increase productivity of farmers in the town of Laak, Compostela Valley. Furthermore, Vitarich is now a member of the Philippine Business for Social Progress or PBSP, whose programs in education, health, sustainable livelihood, micro, small and medium enterprise development, and the environment adheres to the country's firm commitment to social and economic development and its advocacy to apply business solutions to alleviate poverty.

Mr. Sarmiento also informed the stockholders that the management is highly optimistic about the Corporation's performance. This is because as of May 2017, compared to the same period in 2016, revenues and operating income significantly increased.

He also reported that the challenge for 2017 is to sustain the favorable performance, not forgetting its commitment to consistently supply customer requirements at the best price and at the right time. The combination of strategies lined up for 2017 in both the foods and the feeds group and the entire support team is expected to yield net sales of P6 Billion and a net income of P300 Million.

Mr. Sarmiento also reported that Vitarich has shown tremendous resilience with its financial rebound and best year-end performance in recent times this year.

On a final note, he expressed gratitude to Vitarich's shareholders, business partners, suppliers, and employees and remarked that with their continued support, 2017 will definitely be another banner year.

After Mr. Sarmiento's presentation, one of the long-time stockholders of the Corporation commended all the employees and officers of Vitarich for making possible the exit from corporate rehabilitation 6 years ahead of schedule.

On the question if after the quasi-reorganization, the par value of the shares will be reduced after quasi-reorganization, Mr. Sarmiento answered that the reduction of the par value is part of the plan for quasi-reorganization. In answer to a further question of whether the reduction of par value will result in dilution of shareholdings, Mr. Sarmineto said that there will be no dilution in the shareholdings of the stockholders, since the number of outstanding shares will not change.

As regards the query if the Corporation can reach a P1 Billion income by 2018 or 2019, Mr. Sarmiento answered that the management and employees will be working hard towards that goal in the near future but for 2017, the focus is to reach the target income of P300 Million.

There being no other questions and upon motion duly made and seconded, Mr. Sarmiento's report was noted.

The Chairman informed the body that during the regular meeting of the Board of Directors held on September 15, 2016, the proposed amendment of the Section 39, Article X of the By-Laws to reflect the change in the principal office of the corporation was approved by at least a majority of the Board of Directors, and was being presented for the stockholders' approval.

Upon motion duly made and seconded, the stockholders present unanimously approved the proposed amendment to Section 39, Article X of the By-Laws.

The Chairman informed the stockholders that under Article XI, Section 40 of the By-Laws, and as allowed under the Corporation Code, the stockholders holding at least 2/3 of the outstanding capital stock entitled to vote may delegate to the Board of Directors the power to amend or repeal the By-Laws. Accordingly, such delegation to the Board of Directors of the power to amend or repeal the By-Laws was presented for approval by the stockholders.

Upon motion duly made and seconded, the stockholders present unanimously approved the delegation to the Board of Directors of the power to amend or repeal the By-Laws of the Corporation.

Upon motion duly made and seconded, the acts of the directors and officers since the last annual general meeting were approved by the stockholders present at the meeting.

The Chairman informed the body that during the regular meeting of the Board of Directors held on May 25, 2017, the plan for quasi-reorganization and the amendment of Article VII of the Amended Articles of Incorporation to reduce the par value of the Corporation's shares were approved by at least a majority of the members of the Board of Directors and were embodied in Resolution No. 2017-14. Accordingly, the plan for quasi-reorganization and amendment of the articles of incorporation was presented to the stockholders for approval. The plan involved the reduction of par value without increasing the number of shares. The main goal of the quasi-reorganization is to give the corporation a fresh start and allow for possible dividends sooner, rather than later. Note, however, that actual amount of reduction from PhP 1.00 shall be subject to the discretion of the Board of Directors as it may deem necessary and desirable in the interest of the corporation.

Upon motion duly made and seconded, the following resolution was unanimously approved by the stockholders:

"RESOLVED AS IT IS HEREBY RESOLVED, that the plan for quasi-reorganization of the Corporation, including the reduction of the par value of the Corporation's shares as shall be determined by the Board of Directors, but without increasing the number of shares of stock, be, as it is hereby, approved;

RESOLVED, LIKEWISE, that the amendment to Article VII of the Amended Articles of Incorporation to reflect the reduction in the par value of the shares of stock of the Corporation, as shall be determined by the Board of Directors be, as it is hereby, approved;

RESOLVED, FINALLY, that the Board of Directors of the Corporation be, as it is hereby, authorized to determine and finalize the details of, and to implement, the plan for quasi-reorganization."

The Chairman informed the body of the mandatory requirement of electing independent directors. As a public company, the Corporation is required to have at least two (2) independent directors. Pursuant to SEC Regulations, a Nomination Committee was created to screen the qualifications and prepare a final list of all candidates for independent and regular directors. Such final list was made available to all stockholders through the distribution of the Definitive Information Statement, which stated that the candidates nominated by the Nomination Committee for independent directors of the Corporation are:

1. Mr. Vicente JA Sarza; and
2. Mr. Manuel D. Escueta.

Pursuant to SEC regulations, only the said nominees whose names appear on the said final list of candidates shall be eligible for election as independent directors of the Corporation.

Aside from the two independent directors, the following were nominated as members of the Board of Directors of the Corporation for the ensuing year:

1. Mr. Jose Vicente C. Bengzon III;
2. Mr. Rogelio M. Sarmiento;
3. Mr. Ricardo Manuel M. Sarmiento;
4. Ms. Stephanie Nicole S. Garcia;
5. Mr. Benjamin I. Sarmiento, Jr.;
6. Mr. Jose M. Sarmiento;
7. Mr. Lorenzo Vito M. Sarmiento III;
8. Mr. Levi F. Diestro;
9. Dr. Juan Arturo Iluminado C. De Castro

Upon motion duly made and seconded, the nominations were declared closed and the Corporate Secretary cast the votes of all stockholders present in favor of the above nominees, allotting to each of them an equal number of votes cast. Thereafter, the following were declared elected as members of the Board of Directors of the Corporation to serve as such until their successors are duly elected and qualified:

1. Mr. Jose Vicente C. Bengzon III;
2. Mr. Rogelio M. Sarmiento;
3. Mr. Ricardo Manuel M. Sarmiento;
4. Ms. Stephanie Nicole S. Garcia;
5. Mr. Benjamin I. Sarmiento, Jr.;
6. Mr. Jose M. Sarmiento;
7. Mr. Lorenzo Vito M. Sarmiento III;
8. Mr. Levi F. Diestro
9. Dr. Juan Arturo Iluminado C. de Castro
10. Mr. Manuel D. Escueta ; and
11. Mr. Vicente J A Sarza.

Upon motion duly made and seconded, the stockholders approved the appointment of Reyes Tacandong and Company as the Corporation's external auditor for the ensuing year.

Upon motion duly made and seconded, the stockholders appointed Stock Transfer Services, Inc. to be the Corporation's stock and transfer agent for the ensuing year.

There being no other business to discuss, and upon motion duly made and seconded, the meeting was adjourned.

Acts and Resolutions of the Board of Directors and Officers of the Corporation from July 2017 to March 2018.

Date of Action	Description
July 26, 2017	<p style="text-align: center;"><u>RESOLUTION NO. 2017-14</u></p> <p>“RESOLVED, AS IT IS HEREBY RESOLVED, that the proposed quasi-reorganization of the Corporation is hereby approved, including the reduction of the par value of the shares of the Corporation, in order to eliminate the deficits, and for the Corporation to be able to declare dividends when the Corporation has unrestricted retained earnings in the coming years;</p> <p>RESOLVED, FURTHER, that Article VII of the Amended Articles of Incorporation be amended to reflect the change in the par value of the shares and the authorized capital stock of the Corporation;</p> <p>RESOLVED, FURTHER, that the Board of Directors will finalize all the details and requirements of the quasi-reorganization, secure all the necessary governmental and regulatory approvals for the same, and thereafter implement the quasi-reorganization;</p> <p>RESOLVED, FINALLY, that the above resolutions be presented for approval by the stockholders of the Corporation during the annual general stockholders’ meeting of the Corporation to be held on June 30, 2017.”</p> <p style="text-align: center;"><u>RESOLUTION NO. 2017-16</u></p> <p>“RESOLVED, AS IT IS HEREBY RESOLVED, that Resolution No. 2014-13 approved on May 23, 2014 be as it is hereby amended to read as follows:</p> <p>“RESOLVED, AS IT IS HEREBY RESOLVED, that the following Credit and Collection personnel of the Corporation:</p> <p style="padding-left: 40px;">Rey C. Deloso- Visayas Christian M. Udtohan-Mindanao Lorelai S. Acuzar-Northern Mindanao</p> <p>be, as they are hereby authorized to file complaints, for and in behalf of the Corporation, in their respective areas, as indicated opposite their names against delinquent customers or employees of the corporation and for this purpose, to sign the verification and certification on non-forum shopping;</p> <p>RESOLVED, FURTHERMORE, that the above-named Credit & Collection personnel, be authorized, as any one of them is hereby authorized to represent the Corporation in the pre-trial conferences, mediation proceedings, judicial dispute resolution proceedings and trial of cases filed by and/or against the Corporation with power to perform the following acts and things, namely:</p> <ol style="list-style-type: none"> 1. To negotiate, conclude, enter into and execute a compromise or amicable settlement of the case; 2. To enter into stipulations or admissions of facts and of documents; 3. To agree on the simplification of the issues; 4. To limit the number of witnesses; 5. To do other things as are allowed by the rules on pre-trial conference. <p>HEREBY GIVING AND GRANTING unto said attorneys-in-fact full power and authority whatsoever requisite or necessary or proper to be done in or about the premises, as fully to all intents and purposes as the Corporation might or could lawfully do if personally present, and hereby ratifying and confirming all that said attorneys-in-fact shall do or cause to be done under and by virtue hereof.”</p> <p style="text-align: center;"><u>RESOLUTION NO. 2017-17</u></p> <p>“RESOLVED AS IT IS HEREBY RESOLVED, that the Corporation authorize as it hereby authorizes any one (1) of the following officers to apply for, process, obtain, and secure the necessary permit/s and license/s from the National Food Authority for</p>

the Corporation's warehouse in Iloilo City:

Mr. Guillermo B. Miralles
Mr. Raffy V. Cuba
Mr. Jessie Robles
Mr. Ronald Dela Cruz

"RESOLVED FURTHER, that the Corporation authorize as it hereby authorizes any one (1) of the foregoing officers to sign, execute, and deliver any or all kinds of documents necessary to obtain said permit/s or license/s."

RESOLUTION NO. 2017-18

"RESOLVED, AS IT IS HEREBY RESOLVED, that Mr. Rogelio M. Sarmiento be as he is hereby appointed as the Corporation's proxy in the Special Stockholders' Meeting of Philippines' Favorite Chicken, Inc., and as such proxy, to participate and vote for and in behalf of Vitarich Corporation in the matters to be taken up therein and to exercise all rights and obligations of a proxy."

RESOLUTION NO. 2017-20

"RESOLVED, as it is hereby resolved, that the Corporation, through its Representative/s identified hereunder, shall transact with BDO UNIBANK, INC., including its trust department, and/ or any of its branches, subsidiaries, or affiliates, including but not limited to BDO Capital & Investment Corporation and BDO Leasing and Finance, Inc. [collectively "BDO"] to reactivate its dormant accounts (SA No. 000830023046-Pavia Iloilo Branch), to obtain loan facilities and other credit accommodations, as well as their products and services;

"RESOLVED, FURTHER, as it is hereby resolved, that in this regard, the Corporation shall be authorized any two of the following officers of the Company, subject to the requirement that at least one of the signatories is a principal signatory -

<u>Principal</u>	<u>Position</u>	<u>Specimen Signature</u>
RICARDO MANUEL M. SARMIENTO	President/CEO	_____
MS. STEPHANIE NICOLE S. GARCIA	EVP,CMS/Treasurer	_____

Secondary

MR. JOVEN P. DY	SVP-Poultry & Foods	_____
ALICIA G. DANQUE	Corplan Manager	_____

to do the following:

1. **OPEN AND MAINTAIN DEPOSITORY ACCOUNTS.** To open, maintain, reactivate, operate and manage in the name of the Corporation, any number of savings, current, time and other accounts with BDO (the "Depository Accounts"), and to:
 - a) Deposit to and withdraw or make fund transfers from the Depository Accounts, in whatever form and manner, and in such amount as the Representatives may deem appropriate or necessary;
 - b) Receive, accept, endorse and negotiate all checks, drafts, or orders of payment payable to the Corporation or its order that may require the Corporation's endorsement;
 - c) Enroll and use the Corporation's Depository Accounts with BDO to serve as debit account/s to fund the needs/requirements of its subsidiaries and/or affiliates, subject to existing policies of BDO thereon; and
 - d) Close the Depository Accounts and ask, demand, sue for collect, and receive the proceeds of the Depository Accounts.
2. **OPEN AND MAINTAIN CORPORATE CARD ACCOUNT.** To apply, maintain and manage in the name of the Corporation, any number of Corporate Card accounts of any Card brand / product offered by BDO, including but not limited to Purchasing, Distribution

and Fleet Card, with BDO or any of its branches, hereinafter to be referred to as Corporate Card Accounts, and in this regard, to:

- a) Authorize BDO to issue Corporate Cards from said Corporate Card Accounts to the Corporation's qualified officers or employees ('Assignees');
- b) Fully pay and settle any and all purchases made and/or expenses incurred by said Assignees through the use of the issued Corporate Cards, including interest and service charges that may accrue thereto, through any means, including the enrollment and use of the Corporation's Depository Accounts under an Automatic Debit Arrangement, if applicable.

3. AVAIL OF PRODUCTS AND SERVICES. To apply for, avail, and/or register for any and all products and services offered by BDO, including but not limited to:

- a) Products and services offered by BDO's Consumer Lending Group-Credit Card Unit and in this regard, to:

Apply for merchant affiliation which includes acceptance of credit cards and/or ATM / debit cards and/or other types of cards for transactions that will pass through BDO's Point-of-Sale (POS) terminals and/or for internet transactions and/or other payment platforms;

Products and services offered by BDO's Trust and Investments Group and in this regard, to:

Open and maintain trust (including UITFs), investment management, fiduciary and other accounts;

Give instructions/approvals in connection with the account/s opened.

3a. Products and services offered by the BDO's Treasury Group and in this regard to:

i. Purchase, and sell securities, as well as to invest in other money market instruments and products such as but not limited to, government securities and corporate papers including those issued by BDO;

ii. Enter into foreign exchange dealings such as buying and selling of foreign exchange;

iii. Enter into derivatives transactions including but not limited to swaps, options, and forwards;

iv. Appoint authorized trader/s of the Corporation to deal with BDO, as well as, execute, deliver and perform any and all agreements, instruments, contracts, documents as may be necessary to effect the foregoing transactions.

For the purpose of investments or dealings in or purchase/sale of securities or other documents of title, to appoint BDO as the Corporation's true and lawful attorney, to act for its name and in its behalf in transacting business directly or indirectly with the appropriate government securities registry/custodian,— a BSP accredited securities custodian/securities registry or an SEC authorized central securities depository in accordance with the relevant BSP regulations, to do and perform every act necessary that the Corporation might or could do in reference to any and all corporate and government bonds, bills of exchange, certificates of deposits, convertible bonds, debentures, promissory notes, shares of stock, certificates of participation in any fund, and such other commercial paper, documents, and instruments of any kind or nature.

3b. Products and Services offered by BDO Capital & Investments Corporation and in this regard to:

Purchase, and sell securities, as well as to invest in and other money market instruments and products such as but not limited to, government securities and corporate papers including those issued by BDO;

Appoint authorized trader/s of the Corporation to deal with BDO Capital & Investments Corporation, as well as, execute, deliver and perform any and all agreements, instruments, contracts, documents as may be necessary to effect the foregoing transactions.

For the purpose of investments or dealing in or purchase/sale of securities, to appoint BDO Capital & Investments Corporation as the Corporation's true and

lawful attorney, to act for its name and in its behalf in transacting business directly or indirectly with the appropriate government securities registry/custodian,—a BSP accredited securities custodian/securities registry or an SEC authorized central securities depository in accordance with the relevant BSP regulations, to do and perform every act necessary that the Corporation might or could do in reference to any and all corporate and government bonds, bills of exchange, certificates of deposits, convertible bonds, debentures, promissory notes, shares of stock, certificates of participation in any fund, and such other commercial paper, documents, and instruments of any kind or nature.

3c. Products and Services offered by BDO's Transaction Banking Group such as:

i. Cash Management Services, collection and disbursement services, liquidity management, account services and retail products, and in this regard to execute, deliver and perform any and all enrollment forms, notices, instructions and debit authorizations including without limitation designation of e-mail addresses authorized to transmit files and/or instructions that may be required or permitted under the terms of said documents; and to give consent to or allow the enrollment, use and aggregation of the Corporation's accounts with BDO for the purpose of allowing the Corporation's related companies to comply with any average daily balance requirement required by BDO, and/or use the Corporation's accounts with BDO to serve as debit accounts, under such terms and subject to the conditions that the Representatives may in their sole discretion deem necessary or appropriate;

ii. Electronic Banking Services such as but not limited to Business Online Banking (BOB), electronic payment and collection services, payroll services through Internet, Cash Card services, and such other Internet-based products and services that are now or in the future be offered by BDO, and in this regard to execute, deliver and perform such agreements, contracts, documents, instruments and other writings under such terms and conditions that the Representatives may in their sole discretion deem necessary or appropriate to avail of said products and services, and for this purpose, for the Representative/s to designate, enroll, dis-enroll and/or re-enroll: (a) Users (such as but not limited to System Administrators, Authorizers, and Releasers) of the BOB facility with authority to exercise and perform access rights with respect to the enrolled Depository Accounts as may be allowed under the BDO terms and conditions governing the BOB facility, and other transactions that Users are allowed to perform under BOB; and (b) Depository Accounts in BOB, as well as merchants, subscribers and/or third party accounts for bills and other payments.

iii. Remittance Products and Services, and in this regard to execute, deliver and perform such agreements, contracts, documents, instruments and other writings under such terms and conditions that the Representatives may in their sole discretion deem necessary or appropriate to avail of said products and services.

4. AVAIL OF CREDIT AND LEASE FACILITIES. To apply for, negotiate and obtain loans, credit and/or lease accommodations or facilities, such as letters of credit, trust receipts, bills purchases, foreign exchange settlement lines from time to time in amounts which may be required by the Corporation, which authority shall include extensions, renewals, re-availments, increases, excess / overavailments, rollovers, restructurings, novations, amendments or conversions into other credit form or type, and in this regard, to:

4a. Execute, sign and deliver from time to time the relevant loan, lease agreements, promissory note/s, disclosure statements, lease schedules, trust receipts and any and all other documents pertinent and necessary to implement the accommodations / facilities referred hereto;

4b. Lease from and/or sell to BDO Leasing and Finance, Inc. (BDOLFI) and/or BDO Rental, Inc. (BDORI), real and/or personal property (such as motor vehicle/s, vessels, aircraft, equipments and/or machinery) including availment of BDOLFI's or BDORI's facilities such as Installment Paper Purchase, factoring, floor stock financing, assignment of trade receivables and sale-and-lease back transactions.

5. AVAILABILITY OF CREDIT FACILITY/IES TO CO-USER/S. To allow the following individual/s, subsidiary/ies, affiliate/s, entity/ies to share / use / avail / earmark against the Corporation's credit facility/ies with BDO.

6. MORTGAGE, PLEDGE, ASSIGN CORPORATION PROPERTY. To mortgage, pledge, assign or otherwise encumber properties of the Corporation, whether real or

personal, as collaterals for credit accommodations extended by BDO.

7. APPOINT AND CONSTITUTE ATTORNEY-IN-FACT. To appoint and constitute BDO as its attorney-in-fact, with full powers of substitution, to register the lease, sale, mortgage, pledge, assignment and/or encumbrance as well as cancellation thereof with any and all appropriate government offices / agencies; The Corporation hereby declares that the power of attorney is coupled with interest and is irrevocable until all obligations secured by the aforementioned properties of the Corporation are fully paid to the entire satisfaction of BDO and released in writing by the latter."

8. REQUEST FOR BANK CERTIFICATION. The Corporation/ organization gives blanket authorization to BDO Unibank, Inc. ("BDO") to issue certificates of bank deposit/placements in favor of various institutions, both government and private, with respect to the Corporation's accounts ("Account/s"). Further, the Corporation authorizes BDO to disclose any/all information relative to the Account in the event the institution to whom the certificate of deposit/placement was submitted seeks confirmation of its contents. The Corporation waives its rights under existing laws related to the confidentiality of bank deposits and further unconditionally and irrevocably hold free and harmless as well as indemnify BDO Unibank, Inc., its directors, officers, employees and representatives (Collectively, "BDO") from any and all liabilities, claims, suits, charges or expenses of whatever nature arising out of or in connection with or by virtue of its issuance and the Corporation's use of certificates of deposit/placement.

"RESOLVED, FURTHER, that in order to implement the resolutions hereto, any two of the following officers of the Company, (the "Representative/s"), subject to the requirement that at least one of the signatories is a principal signatory –

	<u>Position</u>	<u>Specimen Signature</u>
<u>Principal</u>		
RICARDO MANUEL M. SARMIENTO	President/CEO	_____
MS. STEPHANIE NICOLE S. GARCIA	EVP,CMS/Treasurer	_____
<u>Secondary</u>		
MR. JOVEN P. DY	SVP-Poultry&Foods	_____
ALICIA G. DANQUE	Corplan Manager	_____

shall be authorized as they are hereby authorized to represent, and transact for and on behalf of the Corporation to enter into arrangements with BDO under such terms and conditions as the Representative/s may deem necessary or appropriate, and to execute, deliver and perform any and all of the agreements, contracts, documents, instruments and other writings that may be necessary to obtain and/or implement the foregoing transactions. Provided,further, that the Representative/s are hereby authorized with full powers of substitution, to receive, for and on behalf of the Corporation any and all of the mortgaged / pledged / assigned and / encumbered property/ies of the Corporation upon full payment to the entire satisfaction of BDO of the obligations secured thereby."

"RESOLVED, FURTHER, that the Corporation hereby ratifies and confirms all that the Representatives may lawfully do or cause to be done by virtue of these presents;

RESOLVED, FURTHER, that the foregoing Resolutions shall remain valid and subsisting unless otherwise revoked or amended in writing by the Corporation duly served upon and received by BDO; and

RESOLVED, FINALLY, that any one of the Representative/s is hereby empowered to provide BDO with a copy of these resolutions."

RESOLUTION NO. 2017-21

"RESOLVED, as it is hereby resolved, that the Corporation, through its Representative/s identified hereunder, shall transact with BDO UNIBANK, INC., including its trust department, and/ or any of its branches, subsidiaries, or affiliates, including but not limited to BDO Capital & Investment Corporation and BDO Leasing and Finance, Inc. [collectively "BDO"] to reactivate its dormant accounts (SA No. 003160000154-Cagayan de Oro City Branch), to obtain loan facilities and other credit accommodations, as well as their products and services;

"RESOLVED, FURTHER, as it is hereby resolved, that in this regard, the Corporation shall be authorized any two of the following officers of the Company, subject to the requirement that at least one of the signatories is a principal signatory -

<u>Principal</u>	<u>Position</u>	<u>Specimen Signature</u>
RICARDO MANUEL M. SARMIENTO	President/CEO	_____
MS. STEPHANIE NICOLE S. GARCIA	EVP,CMS/Treasurer	_____
<u>Secondary</u>		
MR. JOVEN P. DY	SVP-Poultry & Foods	_____
ALICIA G. DANQUE	Corplan Manager	_____

to do the following:

1. OPEN AND MAINTAIN DEPOSITORY ACCOUNTS. To open, maintain, reactivate, operate and manage in the name of the Corporation, any number of savings, current, time and other accounts with BDO (the "Depository Accounts"), and to:

1a. Deposit to and withdraw or make fund transfers from the Depository Accounts, in whatever form and manner, and in such amount as the Representatives may deem appropriate or necessary;

1b. Receive, accept, endorse and negotiate all checks, drafts, or orders of payment payable to the Corporation or its order that may require the Corporation's endorsement;

1c. Enroll and use the Corporation's Depository Accounts with BDO to serve as debit account/s to fund the needs/requirements of its subsidiaries and/or affiliates, subject to existing policies of BDO thereon; and

1d. Close the Depository Accounts and ask, demand, sue for, collect, and receive the proceeds of the Depository Accounts.

2. OPEN AND MAINTAIN CORPORATE CARD ACCOUNT. To apply, maintain and manage in the name of the Corporation, any number of Corporate Card accounts of any Card brand / product offered by BDO , including but not limited to Purchasing, Distribution and Fleet Card, with BDO or any of its branches, hereinafter to be referred to as Corporate Card Accounts, and in this regard, to:

2a. Authorize BDO to issue Corporate Cards from said Corporate Card Accounts to the Corporation's qualified officers or employees ('Assignees");

2b. Fully pay and settle any and all purchases made and/or expenses incurred by said Assignees through the use of the issued Corporate Cards, including interest and service charges that may accrue thereto, through any means, including the enrollment and use of the Corporation's Depository Accounts under an Automatic Debit Arrangement, if applicable.

3. AVAIL OF PRODUCTS AND SERVICES. To apply for, avail, and/or register for any and all products and services offered by BDO, including but not limited to:

3d. Products and services offered by BDO's Consumer Lending Group-Credit Card Unit and in this regard, to:

Apply for merchant affiliation which includes acceptance of credit cards and/or ATM / debit cards and/or other types of cards for transactions that will pass through BDO's Point-of-Sale (POS) terminals and/or for internet transactions and/or other payment platforms;

Products and services offered by BDO's Trust and Investments Group and in this regard, to:

	<p>Open and maintain trust (including UITFs), investment management, fiduciary and other accounts; Give instructions/approvals in connection with the account/s opened.</p> <p>3e. Products and services offered by the BDO's Treasury Group and in this regard to:</p> <ul style="list-style-type: none"> i. Purchase, and sell securities, as well as to invest in other money market instruments and products such as but not limited to, government securities and corporate papers including those issued by BDO; ii. Enter into foreign exchange dealings such as buying and selling of foreign exchange; iii. Enter into derivatives transactions including but not limited to swaps, options, and forwards; iv. Appoint authorized trader/s of the Corporation to deal with BDO, as well as, execute, deliver and perform any and all agreements, instruments, contracts, documents as may be necessary to effect the foregoing transactions. <p>For the purpose of investments or dealings in or purchase/sale of securities or other documents of title, to appoint BDO as the Corporation's true and lawful attorney, to act for its name and in its behalf in transacting business directly or indirectly with the appropriate government securities registry/custodian,— a BSP accredited securities custodian/securities registry or an SEC authorized central securities depository in accordance with the relevant BSP regulations, to do and perform every act necessary that the Corporation might or could do in reference to any and all corporate and government bonds, bills of exchange, certificates of deposits, convertible bonds, debentures, promissory notes, shares of stock, certificates of participation in any fund, and such other commercial paper, documents, and instruments of any kind or nature.</p> <p>3f. Products and Services offered by BDO Capital & Investments Corporation and in this regard to:</p> <p>Purchase, and sell securities, as well as to invest in and other money market instruments and products such as but not limited to, government securities and corporate papers including those issued by BDO;</p> <p>Appoint authorized trader/s of the Corporation to deal with BDO Capital & Investments Corporation, as well as, execute, deliver and perform any and all agreements, instruments, contracts, documents as may be necessary to effect the foregoing transactions.</p> <p>For the purpose of investments or dealing in or purchase/sale of securities, to appoint BDO Capital & Investments Corporation as the Corporation's true and lawful attorney, to act for its name and in its behalf in transacting business directly or indirectly with the appropriate government securities registry/custodian,—a BSP accredited securities custodian/securities registry or an SEC authorized central securities depository in accordance with the relevant BSP regulations, to do and perform every act necessary that the Corporation might or could do in reference to any and all corporate and government bonds, bills of exchange, certificates of deposits, convertible bonds, debentures, promissory notes, shares of stock, certificates of participation in any fund, and such other commercial paper, documents, and instruments of any kind or nature.</p> <p>3g. Products and Services offered by BDO's Transaction Banking Group such as:</p> <ul style="list-style-type: none"> i. Cash Management Services, collection and disbursement services, liquidity management, account services and retail products, and in this regard to execute, deliver and perform any and all enrollment forms, notices, instructions and debit authorizations including without limitation designation of e-mail addresses authorized to transmit files and/or instructions that may be required or permitted under the terms of said documents; and to give consent to or allow the enrollment, use and aggregation of the Corporation's accounts with BDO for the purpose of allowing the Corporation's related companies to comply with any average daily balance requirement required by BDO, and/or use the Corporation's accounts with BDO to
--	--

serve as debit accounts, under such terms and subject to the conditions that the Representatives may in their sole discretion deem necessary or appropriate;

ii. Electronic Banking Services such as but not limited to Business Online Banking (BOB), electronic payment and collection services, payroll services through Internet, Cash Card services, and such other Internet-based products and services that are now or in the future be offered by BDO, and in this regard to execute, deliver and perform such agreements, contracts, documents, instruments and other writings under such terms and conditions that the Representatives may in their sole discretion deem necessary or appropriate to avail of said products and services, and for this purpose, for the Representative/s to designate, enroll, dis-enroll and/or re-enroll: (a) Users (such as but not limited to System Administrators, Authorizers, and Releasers) of the BOB facility with authority to exercise and perform access rights with respect to the enrolled Depository Accounts as may be allowed under the BDO terms and conditions governing the BOB facility, and other transactions that Users are allowed to perform under BOB; and (b) Depository Accounts in BOB, as well as merchants, subscribers and/or third party accounts for bills and other payments.

iii. Remittance Products and Services, and in this regard to execute, deliver and perform such agreements, contracts, documents, instruments and other writings under such terms and conditions that the Representatives may in their sole discretion deem necessary or appropriate to avail of said products and services.

4. AVAIL OF CREDIT AND LEASE FACILITIES. To apply for, negotiate and obtain loans, credit and/or lease accommodations or facilities, such as letters of credit, trust receipts, bills purchases, foreign exchange settlement lines from time to time in amounts which may be required by the Corporation, which authority shall include extensions, renewals, re-availments, increases, excess / overavailments, rollovers, restructurings, novations, amendments or conversions into other credit form or type, and in this regard, to:

4c. Execute, sign and deliver from time to time the relevant loan, lease agreements, promissory note/s, disclosure statements, lease schedules, trust receipts and any and all other documents pertinent and necessary to implement the accommodations / facilities referred hereto;

4d. Lease from and/or sell to BDO Leasing and Finance, Inc. (BDOLFI) and/or BDO Rental, Inc. (BDORI), real and/or personal property (such as motor vehicle/s, vessels, aircraft, equipments and/or machinery) including availment of BDOLFI's or BDORI's facilities such as Installment Paper Purchase, factoring, floor stock financing, assignment of trade receivables and sale-and-lease back transactions.

5. AVAILABILITY OF CREDIT FACILITY/IES TO CO-USER/S. To allow the following individual/s, subsidiary/ies, affiliate/s, entity/ies to share / use / avail / earmark against the Corporation's credit facility/ies with BDO.

MORTGAGE, PLEDGE, ASSIGN CORPORATION PROPERTY. To mortgage, pledge, assign or otherwise encumber properties of the Corporation, whether real or personal, as collaterals for credit accommodations extended by BDO.

7. APPOINT AND CONSTITUTE ATTORNEY-IN-FACT. To appoint and constitute BDO as its attorney-in-fact, with full powers of substitution, to register the lease, sale, mortgage, pledge, assignment and/or encumbrance as well as cancellation thereof with any and all appropriate government offices / agencies; The Corporation hereby declares that the power of attorney is coupled with interest and is irrevocable until all obligations secured by the aforementioned properties of the Corporation are fully paid to the entire satisfaction of BDO and released in writing by the latter."

8. REQUEST FOR BANK CERTIFICATION. The Corporation/ organization gives blanket authorization to BDO Unibank, Inc. ("BDO") to issue certificates of bank deposit/placements in favor of various institutions, both government and private, with respect to the Corporation's accounts ("Account/s"). Further, the Corporation authorizes BDO to disclose any/all information relative to the Account in the event the institution to whom the certificate of deposit/placement was submitted seeks confirmation of its contents. The Corporation waives its rights under existing laws related to the confidentiality of bank deposits and further unconditionally and irrevocably hold free and harmless as well as indemnify BDO Unibank, Inc., its directors, officers, employees and representatives (Collectively, "BDO") from any and all liabilities, claims, suits, charges or expenses of whatever nature arising out of or in connection with or by virtue of its issuance and the Corporation's use of certificates of

	<div>deposit/placement.</div> <div>“RESOLVED, FURTHER, that in order to implement the resolutions hereto, any two of the following officers of the Company, (the “Representative/s”), subject to the requirement that at least one of the signatories is a principal signatory –</div> <div><table><tr><th></th><th><u>Position</u></th><th><u>Specimen Signature</u></th></tr><tr><td><u>Principal</u></td><td></td><td></td></tr><tr><td>RICARDO MANUEL M. SARMIENTO</td><td>President/CEO</td><td></td></tr><tr><td>MS. STEPHANIE NICOLE S. GARCIA</td><td>EVP,CMS/Treasurer</td><td></td></tr><tr><td><u>Secondary</u></td><td></td><td></td></tr><tr><td>MR. JOVEN P. DY</td><td>SVP-Poultry&Foods</td><td></td></tr><tr><td>ALICIA G. DANQUE</td><td>Corplan Manager</td><td></td></tr></table><div>shall be authorized as they are hereby authorized to represent, and transact for and on behalf of the Corporation to enter into arrangements with BDO under such terms and conditions as the Representative/s may deem necessary or appropriate, and to execute, deliver and perform any and all of the agreements, contracts, documents, instruments and other writings that may be necessary to obtain and/or implement the foregoing transactions. Provided, further, that the Representative/s are hereby authorized with full powers of substitution, to receive, for and on behalf of the Corporation any and all of the mortgaged / pledged / assigned and / encumbered property/ies of the Corporation upon full payment to the entire satisfaction of BDO of the obligations secured thereby.”</div><div>“RESOLVED, FURTHER, that the Corporation hereby ratifies and confirms all that the Representatives may lawfully do or cause to be done by virtue of these presents; RESOLVED, FURTHER, that the foregoing Resolutions shall remain valid and subsisting unless otherwise revoked or amended in writing by the Corporation duly served upon and received by BDO; and</div><div>RESOLVED, FINALLY, that any one of the Representative/s is hereby empowered to provide BDO with a copy of these resolutions.”</div></div>		<u>Position</u>	<u>Specimen Signature</u>	<u>Principal</u>			RICARDO MANUEL M. SARMIENTO	President/CEO		MS. STEPHANIE NICOLE S. GARCIA	EVP,CMS/Treasurer		<u>Secondary</u>			MR. JOVEN P. DY	SVP-Poultry&Foods		ALICIA G. DANQUE	Corplan Manager	
	<u>Position</u>	<u>Specimen Signature</u>																				
<u>Principal</u>																						
RICARDO MANUEL M. SARMIENTO	President/CEO																					
MS. STEPHANIE NICOLE S. GARCIA	EVP,CMS/Treasurer																					
<u>Secondary</u>																						
MR. JOVEN P. DY	SVP-Poultry&Foods																					
ALICIA G. DANQUE	Corplan Manager																					
August 25, 2017	<div><u>RESOLUTION NO. 2017-23</u></div> <div>RESOLVED, AS IT IS HEREBY RESOLVED that the Corporation authorize, as it hereby authorizes, its President/CEO, MR. RICARDO MANUEL M. SARMIENTO to pay the corporation’s obligation with Petron Corporation in the amount of P8,047,057.37, in compliance with Order dated September 8, 2016 of the Regional Trial Court of Bulacan, Malolos City, Branch 7, in Civil Case No. 592-M-2006 (In Re: Petition for Rehabilitation), and for this purpose to sign “Payment, Waiver, and Quitclaim Agreement” or any document necessary to implement the foregoing resolution.”</div> <div><u>RESOLUTION NO. 2017-25</u></div> <div>“RESOLVED, AS IT IS HEREBY RESOLVED, that the Corporation be authorized as it is hereby authorized to apply its Importer Accreditation with the Bureau of Customs Account Management Office (AMO);</div> <div>“RESOLVED FURTHER, that the Board of Directors of the Corporation designate as it hereby designates its Treasurer/EVP, Corporate Management Services, Ms. Stephanie Nicole S. Garcia, as the authorized signatory of any and all documents necessary, required and related to the Corporation’s Importer Accreditation application with the Bureau of Customs Account Management Office;</div> <div>“RESOLVED FURTHER, that the Board of Directors of the Corporation designate</div>																					

	<p>as it hereby designates Ms. Garcia as the authorized signatory of Import Entry Form in Bureau of Customs;</p> <table> <tr> <th><i>Name</i></th><th><i>Position</i></th></tr> <tr> <td><i>Signature</i></td><td></td></tr> <tr> <td>Stephanie Nicole S. Garcia</td><td>Treasurer/EVP, CMS Director</td></tr> </table> <hr/> <p>“RESOLVED FURTHER, that the Board of Directors of the Corporation authorize to maximize the use of current office address/es with other available spaces as the warehouse/s for the imported goods;</p> <p>“RESOLVED, ALSO, that the Board of Directors of the Corporation designate as it hereby designates any duly authorized representative of JCM Cargo Network Corporation to follow-up, receive, and pick-up for and in behalf of the Corporation the Importer Accreditation of the Corporation from the Bureau of Customs’ Account Management Office;</p> <p>“RESOLVED, FINALLY, that all previously issued resolutions inconsistent with the foregoing authority be as it is hereby revoked.”</p>	<i>Name</i>	<i>Position</i>	<i>Signature</i>		Stephanie Nicole S. Garcia	Treasurer/EVP, CMS Director
<i>Name</i>	<i>Position</i>						
<i>Signature</i>							
Stephanie Nicole S. Garcia	Treasurer/EVP, CMS Director						
August 27, 2017	<p style="text-align: center;"><u>RESOLUTION NO. 2017-24</u></p> <p>RESOLVED, AS IT IS HEREBY RESOLVED, that the Corporation be as it is hereby authorized to file a Complaint, Protest, Petition or other appropriate pleading to question, contest, and/or protest the assessment of real property taxes imposed upon the Corporation’s property in Zarraga, Iloilo covered by Tax Declaration No. 0338 by local government units of Iloilo, and for this purpose, to authorize, as it hereby authorizes, its President/CEO, Mr. Ricardo Manuel M. Sarmiento, or its Credit and Collection Manager, Mr. Marlowe C. Mediante, to cause the preparation of said Complaint, Protest, and/or Petition, or other appropriate pleading, to verify pleadings, including Memoranda and Petitions, and to sign the Certification of Non-Forum Shopping;</p> <p>RESOLVED FURTHER, that Mr. Ricardo Manuel M. Sarmiento, Mr. Marlowe C. Mediante or ATTY. JUAN ARTURO ILUMINADO C. DE CASTRO be authorized, as any one (1) of them is hereby authorized to represent the Corporation during all stages of the case, including pre-trial, preliminary conference, mediation, conciliation, and judicial dispute resolution proceedings and trial of the said case with power to perform the following acts and things, namely:</p> <ul style="list-style-type: none"> (a) to negotiate, conclude, enter into and execute a compromise or amicable settlement of the case and/or Affidavit of Desistance. (b) to enter into stipulations or admissions of facts and of documents; (c) to agree on the simplification of the issues; (d) to limit the number of witnesses; and (e) to do other things as are allowed by the rules on pre-trial conference and trial proceedings.” <p>HEREBY GIVING AND GRANTING unto said attorneys-in-fact full power and authority whatsoever requisite or necessary or proper to be done in or about the premises, as fully to all intents and purposes as the Corporation might or could lawfully do if personally present, and hereby ratifying and confirming all that said attorneys-in-fact shall do or cause to be done under and by virtue hereof.”</p>						
September	<p style="text-align: center;"><u>RESOLUTION NO. 2017-26</u></p>						

5, 2017	<p>“RESOLVED, AS IT IS HEREBY RESOLVED, that the Corporation appoint as it hereby appoints Mr. Ronald P. Castro as the Corporation’s Data Privacy Officer;</p> <p>RESOLVED, FURTHER, that the Corporation be as it is hereby authorized to cause the registration with the National Privacy Commission of Mr. Castro as the Corporation’s Data Privacy Officer;</p> <p>RESOLVED, FINALLY, that Mr. Castro be as he is hereby authorized to perform the duties and responsibilities given to a Data Privacy Officer under the Data Privacy Act of 2012 and its Implementing Rules and Regulations.”</p>
November 24, 2017	<p style="text-align: center;"><u>RESOLUTION NO. 2017-27</u></p> <p>“RESOLVED, AS IT IS HEREBY RESOLVED, that the Corporation approve, as it hereby approves, the issuance out of the Corporation’s authorized and existing but unissued capital stock, of Two Hundred Sixty Seven Million Eight Hundred Thirty Six Thousand One Hundred Thirteen Pesos (Php267,836,113.00) divided into 267,836,113 common shares with a par value of Php1.00 per share;</p> <p>“RESOLVED, LIKEWISE, that the Corporation approve, as it hereby approves, the conversion of its debt to Kormasinc Inc. in the amount of Four Hundred Seven Million One Hundred Ten Thousand Eight Hundred Ninety One Pesos (Php407,110,891.00) into equity of the Corporation at a 1:1.52 ratio or 1 common share for every Php1.52 debt;</p> <p>“RESOLVED ALSO, that any resulting fractional share shall be rounded up to the nearest whole number;</p> <p>“RESOLVED, FURTHER, that the Corporation approve as it hereby approves the application of its afore-mentioned Php407,110,891.00 debt to Kormasinc Inc. as payment in full to the 267,836,113 common shares issued out of the Corporation’s authorized and existing but unissued shares.</p> <p>“RESOLVED, FINALLY, that Mr. Jose Vicente C. Bengzon, III, Chairman of the Board, be, as he is hereby, authorized to sign, execute and deliver any and all deeds, papers, instruments or documents which may be necessary to effect the foregoing resolution, including without limiting, the deed/s of assignment and memorandum of agreement with Kormasinc, Inc. to effect the debt-to-equity conversion; the notice of exemption and/or amendment of the registration statement, if any, to be filed with the SEC; and the additional listing agreement with the PSE.”</p>
December 14, 2017	<p style="text-align: center;"><u>RESOLUTION NO. 2017-28</u></p> <p>“RESOLVED AS IT IS HEREBY RESOLVED, that the Corporation be as it is hereby authorized to cut the affected trees in its Iloilo Feedmill Plant;</p> <p>“RESOLVED ALSO, that the Corporation authorize as it hereby authorizes Mr. Melvyn C. Sedotes, the Area Manufacturing Operations Manager for Visayas, to apply for, process, obtain, and secure the necessary permit/s and license/s from the Community Development and Natural Resources Office (CENRO) and all other government agencies;</p> <p>“RESOLVED FURTHER, that the Corporation authorize as it hereby authorizes Mr. Sedotes to sign, execute, and deliver any or all kinds of documents necessary to obtain said permit/s or license/s.”</p> <p style="text-align: center;"><u>RESOLUTION NO. 2017-29</u></p> <p>“RESOLVED, AS IT IS HEREBY RESOLVED, that the Corporation be as it is hereby authorized to give Luzon Agri Venture, Inc. (“LAVI”) the right of usufruct over the Corporation’s Davao and Marilao Dressing Plants for a period of five (5) years beginning January 2018 in consideration for the capital investment by LAVI for the additional dressing line and improvement of said property amounting to approximately Php68 Million subject to the following conditions:</p> <ol style="list-style-type: none"> 1. Full ownership rights over the property shall revert to Vitarich after the 5-year

	<p>period; and</p> <p>2. Within the usufructuary period, the Corporation shall have the right to assign fruits to Kormasinc, Inc. sufficient to pay for the liquidated damages of Php22 Million per annum under the Corporation’s Memorandum of Agreement for Amicable Settlement with Kormasinc, Inc.</p> <p>“RESOLVED, FURTHER, that the Corporation approve as it hereby approves the Memorandum of Agreement between the Corporation and LAVI to implement the above grant of usufruct and the conditions for the same;</p> <p>“RESOLVED, FINALLY, that the Corporation authorize as it hereby authorizes its Chairman of the Board of Directors, Mr. Jose Vicente C. Bengzon, III to sign, execute, and deliver the afore-mentioned Memorandum of Agreement.”</p> <p style="text-align: center;"><u>RESOLUTION NO. 2017-30</u></p> <p>“RESOLVED, AS IT IS HEREBY RESOLVED, that the Corporation authorize, as it hereby authorizes, to apply for and obtain a loan and/or fleet line facility up to the amount of Fifty Million Pesos (Php50,000,000.00) from Asia United Bank;</p> <p>“RESOLVED, FURTHER, that the Corporation authorize, as it hereby authorizes, any two (2) of the following officers, subject to the condition that at least one of the signatories is a principal signatory, be as they are hereby authorized to sign, execute and deliver all purchase orders/agreements and/or loan documents, promissory notes, chattel mortgage and other collateral documents, including the authority to issue, sign, negotiate or endorse checks or bills of exchange and other orders for the payment of money in connection with the purchase on credit of the subject Motor Vehicles, and all other documents required by the Car Dealer or the bank/financial institution to whom the promissory note/s and mortgage agreements may be assigned by the Car Dealer for financing purposes, inclusive of the authority to conform to any assignment thereof by the Car Dealer:</p> <table><tr><td></td><td><u>Position</u></td><td><u>Specimen Signature</u></td></tr><tr><td><u>Principal</u></td><td></td><td></td></tr><tr><td>MR. RICARDO MANUEL M. SARMIENTO</td><td>CEO/President</td><td>_____</td></tr><tr><td>MS. STEPHANIE NICOLE S. GARCIA</td><td>EVP, CMS/Treasurer</td><td>_____</td></tr><tr><td><u>Counter</u></td><td></td><td></td></tr><tr><td>MR. JOVEN P. DY</td><td>SVP-Foods</td><td>_____</td></tr><tr><td>MS. ALICIA G. DANQUE</td><td>Corplan Manager</td><td>_____</td></tr></table>		<u>Position</u>	<u>Specimen Signature</u>	<u>Principal</u>			MR. RICARDO MANUEL M. SARMIENTO	CEO/President	_____	MS. STEPHANIE NICOLE S. GARCIA	EVP, CMS/Treasurer	_____	<u>Counter</u>			MR. JOVEN P. DY	SVP-Foods	_____	MS. ALICIA G. DANQUE	Corplan Manager	_____
	<u>Position</u>	<u>Specimen Signature</u>																				
<u>Principal</u>																						
MR. RICARDO MANUEL M. SARMIENTO	CEO/President	_____																				
MS. STEPHANIE NICOLE S. GARCIA	EVP, CMS/Treasurer	_____																				
<u>Counter</u>																						
MR. JOVEN P. DY	SVP-Foods	_____																				
MS. ALICIA G. DANQUE	Corplan Manager	_____																				
January 19, 2018	<p style="text-align: center;"><u>RESOLUTION NO. 2018-01</u></p> <p>“RESOLVED, AS IT IS HEREBY RESOLVED, that the Corporation authorize as it hereby authorizes the following:</p> <table><tr><td>DAVAO</td><td>-</td><td>RALPH ADRIAN ARUJ– Credit & Collection Head</td></tr><tr><td>BACOLOD</td><td>-</td><td>REY DELOSO – Credit & Collection Head</td></tr><tr><td>CEBU</td><td>-</td><td>ERWIN TRAGICO – Credit & Collection Head</td></tr><tr><td>CDO</td><td>-</td><td>LORELAI ACUZAR – Credit & Collection Head</td></tr><tr><td>ILOILO</td><td>-</td><td>ROWELL BINOBO – Credit & Collection Head</td></tr></table>	DAVAO	-	RALPH ADRIAN ARUJ– Credit & Collection Head	BACOLOD	-	REY DELOSO – Credit & Collection Head	CEBU	-	ERWIN TRAGICO – Credit & Collection Head	CDO	-	LORELAI ACUZAR – Credit & Collection Head	ILOILO	-	ROWELL BINOBO – Credit & Collection Head						
DAVAO	-	RALPH ADRIAN ARUJ– Credit & Collection Head																				
BACOLOD	-	REY DELOSO – Credit & Collection Head																				
CEBU	-	ERWIN TRAGICO – Credit & Collection Head																				
CDO	-	LORELAI ACUZAR – Credit & Collection Head																				
ILOILO	-	ROWELL BINOBO – Credit & Collection Head																				

	<div>LUZON - FAITH MARIE DONADILLO-Corp. Services Officer</div> <p>to process the renewal of the Corporation’s business permits and licenses for the year 2018 with all government offices and agencies in their assigned areas, and to secure and claim the said business permits and/or licenses.</p> <p>“RESOLVED, FURTHER, that the above-named persons be as they are hereby authorized to sign, execute and deliver any and all documents or payments necessary or required for said renewal of business permits and licenses.”</p> <p><u>RESOLUTION NO. 2018-02</u></p> <p>“RESOLVED, AS IT IS HEREBY RESOLVED, that the Corporation revoke as it hereby revokes the authority given to Mr. Christian Udtohan in Resolution No. 2017-16, approved on June 30, 2017, to file cases for and in behalf of the Corporation and to represent the Corporation in cases filed by or against the Corporation in Mindanao;</p> <p>“RESOLVED FURTHER, that Resolution Nos. 2014-13, approved on May 23, 2014, and 2017-16, approved on June 30, 2017, be as it is hereby amended to read as follows:</p> <p>“RESOLVED, AS IT IS HEREBY RESOLVED, that the following Credit and Collection personnel of the Corporation:</p> <table><tr><td>RALPH ADRIAN ARUJ</td><td>-</td><td>Mindanao</td></tr><tr><td>REY DELOSO</td><td>-</td><td>Visayas</td></tr><tr><td>LORELAI ACUZAR</td><td>-</td><td>Northern Mindanao</td></tr></table> <p>be, as they are hereby authorized to file complaints, affidavits, counter-affidavits, answers, petitions, memoranda, and any other pleadings for and in behalf of the Corporation in their respective areas as indicated opposite their names against delinquent customers or employees of the corporation and for this purpose, to sign the verification and certification on non-forum shopping;</p> <p>“RESOLVED, FURTHERMORE, that the above-named Credit & Collection personnel, be authorized, as any one of them is hereby authorized to represent the Corporation in all stages of trial, including but not limited to preliminary conferences, pre-trial conferences, mediation proceedings, judicial dispute resolution proceedings of cases filed by and/or against the Corporation in their respective areas with power to perform any or all of the following acts and things, namely:</p> <div><div>(a)</div><div>To negotiate, conclude, enter into and execute a compromise or amicable settlement of the case;</div></div> <div><div>(b)</div><div>To enter into stipulations or admissions of facts and of documents;</div></div> <div><div>(c)</div><div>To agree on the simplification of the issues;</div></div> <div><div>(d)</div><div>To limit the number of witnesses;</div></div> <div><div>(e)</div><div>To execute Affidavits of Desistance; and</div></div> <div><div>(f)</div><div>To do other things as are allowed by the rules of court.”</div></div> <p>HEREBY GIVING AND GRANTING unto said attorneys-in-fact full power and authority whatsoever requisite or necessary or proper to be done in or about the premises, as fully to all intents and purposes as the Corporation might or could lawfully do if personally present, and hereby ratifying and confirming all that said attorneys-in-fact shall do or cause to be done under and by virtue hereof.”</p>	RALPH ADRIAN ARUJ	-	Mindanao	REY DELOSO	-	Visayas	LORELAI ACUZAR	-	Northern Mindanao
RALPH ADRIAN ARUJ	-	Mindanao								
REY DELOSO	-	Visayas								
LORELAI ACUZAR	-	Northern Mindanao								
February 22, 2018	<p><u>RESOLUTION NO. 2018-03</u></p> <p>“RESOLVED AS IT IS HEREBY RESOLVED, that the Corporation authorize as it hereby authorizes Mr. Ralph Adrian Aruj (Credit & Collection Head for Davao), Mr. Rey Deloso (Credit & Collection Head for Bacolod), Mr. Erwin Tragico (Credit & Collection Head for Cebu). Ms. Lorelai Acuzar (Credit & Collection Head for CDO). Mr. Rowell</p>									

Binobo (Credit & Collection Head for Iloilo), or Faith Marie Donadillo (Corporate Services Officer) to transact business for and in behalf of the Corporation with various Registry of Deeds and/or any government agency or private entities relative to the cancellation of the annotations inscribed at the back of the following titles to the properties of the Corporation:

	Torrens Title Number	Area
1	TCT No. 122402 Iponona, Cagayan de Oro	8,082 sq.m.
2	TCT No. 79392 Makar, General Santos	379 sq.m.
3	TCT No. 153204 Panacan, Davao	44,059 sq.m.
4	TCT No. 208700 Tugbok, Davao	1,877 sq.m.
5	TCT No. 208699 Tugbok, Davao	35,857 sq.m.
6	TCT No. 176299 Pavia, Iloilo	36,114 sq.m.
7	TCT No. 216006 Sta. Rosa, Bulacan	13,436 sq.m.
8	TCT No. 42140 Sta. Rosa, Bulacan	25,564 sq.m.
9	TCT No. 163008 Brgy. Tuburan Sulbod, Zarraga, Iloilo City	42,325 sq.m.
10	TCT No. 120611 Lawaan Village, Brgy. Buhang, Jaro, Iloilo City	312 sq.m.
11	TCT No. 61414 Villa Consuelo, Subd., Brgy. City Heights, General Santos City	524 sq.m.
12	TCT No. 163882 Brgy. Maa, Davao City	1,000 sq.m.
13	TCT No. 79391 Paradise Subd., Brgy. Lagao, General Santos City	520 sq.m.
14	TCT No. 120466 Skyline Subdivision, Brgy. Catalunan Grande, Davao City	367 sq.m.

“RESOLVED FURTHER, that any one of the afore-mentioned officers be as they are hereby authorized to sign, execute, and deliver any document relative to the fulfillment of the foregoing authority.”

RESOLUTION NO. 2018-05

“RESOLVED, AS IT IS HEREBY RESOLVED, that the Corporation authorized, as it hereby authorizes, MS. LILIBETH R. CARAO-HRAD MANAGER, to apply for, secure and avail of a fleet card facility with PETRON;

“RESOLVED, FURTHER, that the above-named officer, be as she is hereby authorized to submit and sign any and all documents necessary or required for and in behalf of the Corporation.”

RESOLUTION NO. 2018-06

“RESOLVED, AS IT IS HEREBY RESOLVED, that he Corporation leases an office space at IBP Tower, Julia Vargas cor. Jade Street, Ortigas Center, Pasig City;

	<p>RESOLVED, FURTHER, that MS. STEPHANIE NICOLE S. GARCIA- EVP CORPORATE MANAGEMENT SERVICES/TREASURER, be, as she is hereby authorized to sign and execute the lease agreement, including renewals, extensions and amendments with the owner or lessor of the property under such terms and conditions as she may be beneficial to the Corporation.</p> <p style="text-align: center;"><u>RESOLUTION NO. 2018-08</u></p> <p>“RESOLVED, that the corporation is hereby authorized to enter into a Contract of Lease of warehouse with Neo Trinity, at National Highway, Cugman, Iloilo City;</p> <p>RESOLVED, FURTHER, that MR. RICARDO MANUEL M. SARMIENTO-CEO/PRESIDENT, be, as he is hereby authorized to sign and execute the lease agreement, including renewals, extensions and amendments with the owner or lessor of the property under such terms and conditions as she may be beneficial to the Corporation.</p>
February 23, 2018	<p style="text-align: center;"><u>RESOLUTION NO. 2018-04</u></p> <p>“RESOLVED, AS IT IS HEREBY RESOLVED, that the Corporation be as it is hereby authorized to enter into a Memorandum of Agreement with Romenzocar Leasing for the development of a broiler farm with two (2) tunnel vents for 80,000 heads in Passi City, Iloilo Province, whereby the net cost to the Corporation would be the total actual cost of the broiler farms, including land, improvements and equipment, plus 6% per annum interest, provided that the actual total cost would not exceed Php49,000,000.00;</p> <p>‘RESOLVED, FURTHER, that Director Jose Vicente C. Bengzon, III, Chairman of the Board of Directors, be as he is hereby authorized to sign the said Memorandum of Agreement for and in behalf of the Corporation.”</p> <p style="text-align: center;"><u>RESOLUTION NO. 2018-09</u></p> <p>“RESOLVED, AS IT IS HEREBY RESOLVED, that the Corporation be as it is hereby authorized to acquire through a Deed of Absolute Sale several properties in Passi, Iloilo covered by OCT No. H-461, OCT No. F-27027, and OCT No. (H-67)2017000244, from the Heirs of Walter P. Jarell and/or Hernane Jarrell Sr., Herchristine P. Jarell, Hernani P. Jarrell, Jr.;</p> <p>“RESOLVED FURTHER, that Director Jose Vicente Bengzon III, Chairman of the Board of Directors, be as he is hereby authorized to sign the Deed of Absolute Sale and other relevant documents, and to do all acts necessary for the acquisition of the properties in Passi, Iloilo City.”</p> <p style="text-align: center;"><u>RESOLUTION NO. 2018-10</u></p> <p>“RESOLVED AS IT IS HEREBY RESOLVED, that the Corporation authorize as it hereby authorizes its Mindanao Feed Production Manager, Mr. Edilberto Manuel, to process, claim, and claim, and secure the Corporation’s Environmental Compliance Certificate (ECC) for its Feedmill;</p> <p>“RESOLVED FURTHER, that Mr. Manuel be as he is hereby authorized to sign, execute and deliver documents relevant thereto to implement the foregoing authority.”</p> <p style="text-align: center;"><u>RESOLUTION NO. 2018-11</u></p> <p>“RESOLVED AS IT HEREBY RESOLVED, that the Corporation authorize as it hereby authorizes its Food Sales Manager, Mr. Allan Raymond Chavez, to represent the Corporation before the local government of Davao in the Petition to lower the government fees for slaughter, post mortem, ante mortem of slaughtered chicken;</p> <p>“RESOLVED FURTHER, that Mr. Chavez be as he is hereby authorized to sign, execute and deliver the Petition and other documents relevant thereto to</p>

	implement the foregoing authority.”
--	-------------------------------------

Item 16. Matters Not Required to be submitted

Proof of transmittal to stockholders of the required notice of the meeting will not be submitted for approval by the stockholders.

Item 17. Amendment of Articles of incorporation and By-Laws

Not Applicable

Item 18. Other Proposed Action

No action on any matter, other than those stated in the agenda for the meeting, is proposed to be taken.

Item 19. Voting Procedures

Section 5, Article I of the Amended By-Laws of the Corporation reads:

"**Section 5.** At every meeting of the stockholders of the Corporation, every stockholder entitled to vote shall be entitled to one vote for such share of stock standing in his name in the books of the Corporation, provided however, that in case of election of directors, every stockholder entitled to vote shall be entitled to cumulate his votes in accordance with the provisions of law in such case. Every stockholder entitled to vote at any meeting of the stockholders may so vote by proxy provided that the proxy shall have been appointed in writing by the stockholder himself, or by his duly authorized attorney. The instrument authorizing a proxy to act shall be filed with the Secretary of the Corporation not later than ten (10) days, and shall be validated not later than five (5) days, prior to the scheduled stockholders' meeting. Unless otherwise provided by law, at any meeting of stockholders the presence of the holders on record of a majority of the stock of the Corporation then issued and outstanding and entitled to vote, represented in person or by proxy, shall constitute a quorum for the transaction of business, and in the absence of quorum, the stockholders attending or represented at the time and place at which such meeting shall have been called, or the officer entitled to preside over such meeting may adjourn such meeting. When a meeting of stockholders is adjourned to another time and place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. At the reconvened meeting, any business which might be transacted on the adjourned meeting may be taken up. (As amended on 25 March 1998.)"

The ratification of the acts of the Board of Directors and the Corporation's officers and the approval of the minutes of the Stockholders' Meeting requires the affirmative vote of a majority of the stockholders present and constituting a quorum during the Stockholders' Meeting of the Corporation.

For purposes of electing the members of the Board of Directors, the stockholders entitled to vote personally or by proxy, may adopt the cumulative method of voting the shares recorded in their names. The votes shall be counted by raising of hands or viva voce. Should there be a demand by a stockholder, the votes shall be counted and tallied after they are cast. This shall be done by representatives from the auditing firm of Reyes Tacandong & Co. who shall be available to entertain clarifications from the stockholders relating to the counting of votes.

Pursuant to the Code of Corporate Governance for Publicly Listed Companies, the Corporation has created the Nomination, Remuneration and Corporate Governance Committee composed of the following:

Chairman:	Manuel D. Escueta
Members:	Vicente J.A. Sarza
	Ricardo Manuel M. Sarmiento
	Stephanie Nicole S. Garcia
	Levi F. Diestro
	Benjamin I. Sarmiento, Jr.
	Jose Vicente C. Bengzon, III

who pre-screened and short-listed the nominees for the two (2) independent directors and regular members of the Board of Directors. The guidelines for nomination and the qualifications of the nominees have been set by the Committee. The Nomination Committee selected Messrs. Mr. Manuel D. Escueta and Mr. Vicente J.A Sarza as the two (2) nominees for independent directors.

PART II.

INFORMATION REQUIRED IN A PROXY FORM

Item 1. **Identification**

This proxy is being solicited by the Corporation. The Vice Chairman of the Board of Directors and the President of the Corporation or in his absence, the Chairman of the Board of the Corporation, or in his absence, the presiding officer of the meeting will vote the proxies at the Annual General Meeting to be held on June 29, 2018, at 2:00 pm at 7RS Restaurant, Rosalie's Building, Patubig, Marilao, Bulacan.

Item 2. **Instruction**

- (a) The proxy form must be completed, signed and dated by the stockholder and received by the Corporation on or before June 18, 2018 at the following address:

Vitarich Corporation
Vitarich Corporation
Marilao-San Jose Road, Sta. Rosa I
Marilao, Bulacan

- (b) In case of a corporate stockholder, the proxy must be accompanied by a corporate secretary's certificate quoting the board resolution authorizing the relevant corporate officer to execute the proxy for the corporate stockholder.
- (c) Validation of proxies will be done by the Special Committee of Election Inspectors on June 22, 2018.
- (d) The manner in which this proxy shall be accomplished as well as the validation hereof shall be governed by the provisions of Rule 20, Section 11(b) of the SRC IRR.
- (e) The stockholder executing the proxy shall indicate the manner by which he wishes the proxy to vote on the matters in (1) and (2) below by checking the appropriate box. Where the boxes (or any of them) are unchecked, the stockholder executing the proxy is deemed to have authorized the proxy to vote "FOR" the items below.

The proxy form states:

"The undersigned hereby appoints Ricardo Manuel M. Sarmiento, President & Chief Executive Officer, as his/her/its proxy with full power of substitution and delegation or in his absence, the Chairman of the Board of the Corporation, or in his absence, the presiding officer of the meeting, as the proxy of the undersigned, to represent and vote all of the shares of common stock of the undersigned at the Annual Stockholders' Meeting of the Corporation to be held on June 29, 2018, at 2:00 pm and at any and all adjournments or postponements thereof, for the matters to be taken up in the meeting are as follows:

1. Call to order;
2. Certification of notice to the stockholders and the presence of a quorum to do business;
3. Approval of the minutes of the previous annual meeting;
4. Report of the President on the operations and financial statements of the Corporations;
5. Confirmation and ratification of the acts of the Board of Directors and officers;
6. Election of directors;
7. Appointment of the external auditor;
8. Appointment of the stock and transfer agent;
9. Other matters; and
10. Adjournment

Date of Proxy

Signature over Printed Name

Item 3. **Revocability of Proxy**

Any stockholder who executes the proxy enclosed with this statement may revoke it at any time before it is exercised by submitting to the Corporate Secretary a written notice of revocation not later than the start of the meeting or by attending the meeting in person.

Item 4. Persons Making the Solicitation

The solicitation is being made by the Management of the Corporation. No director of the Corporation has informed the Corporation in writing that he intends to oppose an action intended to be taken up by the Management of the Corporation at the Annual Stockholders' Meeting.

Solicitation of proxies shall be made through the use of mail or personal delivery. The Corporation will shoulder the cost of solicitation involving reproduction and mailing of this proxy in an estimated amount of P50,000.00 more or less.

Item 5. Interest of Certain Persons in Matters to be Acted Upon

No director, officer or associate of any of the foregoing has any substantial interest, direct or indirect, by security holdings or otherwise, on the matter to be acted upon at the Annual General Meeting to be held on June 29, 2018.

Undertaking

The Corporation undertakes to provide, without charge to each security holder, on the written request of any such person, a copy of the Corporation's annual report on SEC Form 17-A. Such written request shall be addressed to:

Mr. Ricardo Manuel M. Sarmiento
President / CEO
Vitarich Corporation
Vitarich Corporation Compound
Marilao-San Jose Road, Sta. Rosa I, Marilao-Bulacan

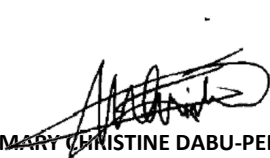
At the discretion of the management of the Corporation, a charge may be made for reasonable expenses incurred to reproduce the exhibits to such report.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VITARICH CORPORATION
Issuer

May 21, 2018
Date


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

MANAGEMENT REPORT
PART I - BUSINESS AND GENERAL INFORMATION

Item 1. BUSINESS

Vitarich Corporation was incorporated and organized in 1962. The brothers Feliciano, Lorenzo and Pablo Sarmiento established the forerunner of Vitarich in 1950, when they founded Philippine American Milling Co. Inc. (PAMCO). PAMCO eventually moved from its original location to a more modern feed plant in Marilao, Bulacan. This move marked the beginning of Vitarich's fully integrated operations and the trade name "Vitarich" was subsequently adopted.

In 1962, after PAMCO acquired additional machinery and equipment to increase capacity, the Corporation was registered with the Securities and Exchange Commission (SEC) under the name "Vitarich Feedmill, Inc." The Corporation entered the poultry business and built an experimental poultry farm. In the years that followed, the Corporation entered into agreements with U.S. companies Cobb International and Babcock Poultry Farms for the exclusive franchise and distributorship of Cobb broiler and Babcock layer breeds respectively in the Philippines. The Corporation's corporate life has been extended for another fifty years starting on July 31, 2012.

By the early 1970s, the Corporation further expanded its operations and extended its vertical integration by acquiring dressing plants and cold storage facilities. In 1981, the Corporation expanded outside Luzon by setting up the Davao satellite feedmill. The following year, the Corporation increased its feedmilling capacity in Marilao, Bulacan and at the same time, started operating its Cagayan De Oro feedmill and hatchery. Subsequent areas of expansion in the Visayas included the cities of Iloilo and Bacolod.

In 1988, the Corporation entered into a joint venture agreement with Cobb-Vantress, Inc. (CVI) (formerly Cobb International Inc.) and formed Breeder Master Inc. (BMI) (formerly Phil-American Poultry Breeders, Inc.) to engage in the production of day-old parent stocks. CVI is 100% owned by Tyson Foods, Inc., the world's largest chicken Company. BMI, which is currently known as Cobb Vantress Philippines, Inc., is a domestic corporation, which was 80% owned by Vitarich and 20% owned by CVI.

In 2002, the Corporation decided to dispose of its investment in BMI and agreed to pay its liabilities to BMI by returning all of its shares of stocks to BMI. Thus, on February 12, 2003, the Corporation entered into a Memorandum of Agreement (MOA) with BMI and CVI, the minority shareholder of BMI. Under the MOA, the capital investment of Vitarich in BMI will be returned in payment of Vitarich outstanding liability to BMI. This will leave CVI as the sole shareholder of BMI.

On May 31, 2007, The Regional Trial Court of Malolos, Bulacan (Rehabilitation Court) approved the Company's proposed Rehabilitation Plan (Plan). The implementation of the Plan resulted mainly in the restructuring of Company debt aggregating P3.2 billion (at original amount) resulting to longer payment terms and the lowering of interest.

On March 30, 2012, the SEC approved the extension of its corporate life for another 50 years. The Company's shares of stock were registered with the Philippine Stock Exchange on February 8, 1995.

On October 16, 2013, the SEC approved the Company's increase in authorized capital to P3.5 billion and the conversion of Company debts amounting to P2.4 billion to Kormasinc, Inc. (Kormasinc) into equity at 1 share of common stock for every P1.00 debt. Of the converted debt, P90.0 million was applied as payment for 90,030,236 shares from unissued shares and P2.3 billion was applied as payment for additional shares from the increase in authorized capital.

With the debt to equity conversion and significant improvement in the Company's operations, the Regional Trial Court of Malolos, Bulacan (the Rehabilitation Court) approved the Company's exit from Corporate Rehabilitation on September 16, 2016.

On June 30, 2017, the Company's stockholders approved the Company's plan to undergo an Quasi-reorganization. The Company will reduce the par value of the Company share and the existing additional paid-in capital and outstanding revaluation surplus will be applied to eliminate the Company deficit of P2.2 billion as at December 31, 2017. The Company, however, has yet to submit the necessary requirements to the SEC as at December 31, 2017.

On July 26, 2017, the BOD and Stockholders of PFCI approved the shortening of the corporate life of PFCI until March 31, 2019. PFCI which has ceased operations since 2005, was placed under the liquidation process. The Company deconsolidated PFCI and recognized a gain of P28.2 million on deconsolidation.

On December 22, 2017, the SEC approved the debt to equity conversion of the remaining payable of P407.1 million to Kormasinc at P1.52 a share increasing Kormasinc's ownership interest from 69.20% to 71.90%.

The registered principal place of business of the Company is located at Marilao-San Jose Road, Sta. Rosa I, Marilao, Bulacan. The Company has operating offices in Luzon, Iloilo and Davao, and maintains satellite offices in Southern Philippines.

SUBSIDIARIES

Gromax, Inc. is a wholly owned subsidiary of Vitarich, which started commercial operation in January 1996. Previously, Gromax was a division of Vitarich, which was spun off to a separate entity. Gromax was registered with SEC on November 10, 1995.

Effective April 1, 2015, the operations of Gromax, manufacturing animal health and nutritional feeds, was reintegrated into the Company. Specialty feeds supplement the product offering of animal feeds produced by the Company. Pursuant to the reintegration, Gromax transferred all its employees to the Company. Retirement benefits accruing to these employees were transferred accordingly.

Philippine's Favorite Chicken Inc. (PFCI), one of the subsidiaries of Vitarich, entered into distribution agreements in 1995 with America's Favorite Chicken Company (AFC), a Company that operates the Church's Chicken and Popeye's Chicken restaurants in the United States. Under these distribution agreements, PFCI will distribute the paper goods, restaurant supplies, equipment, and food products to Texas Manok Atbp. Inc. (TMA). The latter corporation, which is owned by the Sarmiento family, in turn, entered into a development and franchise agreement with AFC. Under the development agreement between TMA and AFC, PFCI was granted the exclusive right to develop an aggregate of fifty (50) Texas Chicken and fifty (50) Popeye's Chicken restaurants in the Philippines in consideration for territorial and franchise fees payable to AFC as stipulated in the agreements. In addition, a 5% percent royalty fee based on sales is assessed for each franchised restaurant. This royalty is being paid by TMA, the operator of the restaurant.

The franchise agreement allows the PFCI to use the Texas Chicken and Popeye's Chicken trade names, service marks, logos, food formulae and recipes, and other exclusive rights to the proprietary Texas and Popeye's Chicken System.

The development of the restaurants is scheduled over a period of seven years starting in 1995 for Texas Chicken and 1996 for Popeye's. The franchise agreement shall be for a period of ten (10) years for each restaurant unit, renewable for four additional periods of five years each, at the option of the franchisee. However, PFCI, in 2000, lost its right to develop Popeye's Chicken in the Philippines.

On October 1, 1998, the Board of Directors of PFCI approved the conversion into equity of the advances of Vitarich Corporation to PFCI amounting to ₱165 million to be applied to its unpaid subscriptions and for additional shares of stock of PFCI. Out of the ₱165 million advances to be converted into equity, ₱25 million was applied to Vitarich's unpaid subscription while the remaining ₱140 million was shown under Deposit on Future Stock Subscriptions account pending the approval from the SEC of the conversion.

In 2003, PFCI reverted the investment in shares of stock in PFCI to Advances to subsidiaries amounting to ₱140 million, as the Board of Directors of PFCI decided not to pursue its application with the SEC to convert into equity the advances received from Vitarich. PFCI initially recorded the transaction as an increase in investment in shares of stock in PFCI and a decrease in advances to subsidiaries when the Board of Directors of PFCI approved the proposed conversion in 1998.

AFC unilaterally terminated its development and franchise agreements with PFCI in 2001. As a result, in August 2001, PFCI and TMA filed a case against AFC and some of AFC's officers, such as Tom Johnson, Anthony Pavese and Loreta Sassen, among others, for undue termination of the development and franchise agreements with the Regional Trial Court of Pasig City, docketed as Civil Case No. 68583. The case called for injunction, specific performance, sum of money, and damages against AFC and some of its officers.

In connection with such legal action, in 2001, PFCI recognized as claims receivable, as of December 31, 2001, certain losses arising from the closure of certain Texas Chicken restaurants and legal fees incurred relating to the case filed against AFC. Losses recognized as claims receivable include, among others, the loss on write-off of leasehold and building improvements relating to the closed stores. The total amount recognized as claims receivable (presented as part of Other Non-Current Assets account in the condensed interim consolidated balance sheets) totaled ₱23.2 million as of December 31, 2001.

The Regional Trial Court of Pasig City, in a decision dated April 3, 2002, approved the issuance of a preliminary writ of attachment on the properties of AFC in the Philippines upon posting of PFCI and TMA of a bond amounting to ₱100 million. Management believed that this case would be settled in favor of the PFCI and TMA.

On September 24, 2003, the trial court granted the Motion to Dismiss filed by two of the defendants. PFCI, in turn, filed a Motion for Partial Reconsideration of the order. Moreover, AFC has filed a Petition for Certiorari before the Court of Appeals assailing the validity of the trial court previously issued writ of attachment.

On December 22, 2004, the parties have entered into a compromise agreement for the settlement of the case of which the parties have filed a joint motion to dismiss before the Regional Trial Court of Pasig City, Branch 152.

On March 4, 2005, the Regional Trial Court of Pasig City, Branch 152 had approved the Joint Motion to Dismiss filed by the parties based on the Compromise Agreement entered into by them, thus, putting an end to the case.

In 2005, the Company discontinued operations of its Texas Manok's Restaurants. Accordingly, it terminated all its employees and provided full valuation allowances on all its remaining assets.

On April 24, 2018, the Securities and Exchange Commission approved the amendment of PFCI's Articles of Incorporation shortening the life of the Corporation from fifty (50) years from date of incorporation to twenty 25 years (until April 15, 2019).

BUSINESS OF ISSUER

Business Segments and Product Distribution

For management purposes, the Company is organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets.

The industry segments where the Company operates are as follows:

T

- a. The Food segment is engaged in the growing, production and distribution of chicken broilers, either as live or dressed. Its products are distributed to wet markets and supermarkets.
- b. The Feeds segment caters to the feed requirement of the poultry growers' industry. It is engaged in the manufacture and distribution of animal and aqua feeds, animal health and nutritional products, and feed supplements.
- c. The Farms segment is involved in the production of day-old chicks and pullets.
- d. The Corporate and Others segment includes general and corporate income and expense items which are not specifically identifiable to a particular segment.

Competition

Although the Corporation is focused on the chicken and feed industry, it faces competition from several sources by virtue of its integrated operations. The Corporation intends to strengthen its competition by establishing objectives and strategic plans to effectively compete with other integrators not only for consumers of its products but also for production resources such as contract growers. The Corporation competes based on product performance.

Principal competitors of the Company are San Miguel Corporation (B-Meg), UNAHCO, URC, Feedmix, Tateh, and Hocpo for the feed business. Key players in chicken business are San Miguel Corporation (Magnolia) and Bounty.

Given its vision to serve its customers with effective technical and marketing support, the Company allotted resources to the research and development of production process improvements and product value enhancement.

Sources of Raw Materials

The raw material components of feeds represent the most significant cost component of the Company's operations. Major raw materials of the feed business of the Company are corn, wheat, soya, and rice bran. The Company purchases these materials locally from traders. There are also times that the Company imports these materials from Australia, North and South America, India, and Pakistan. It is also continuously undertaking programs to substitute traditional grains with materials considered as by-products. High cost of major raw materials such as wheat, corn, oil and soybean meal makes it imperative for the Company to source alternative (and non-traditional) raw materials such as food by-products and other protein sources.

The registrant is not dependent on, nor has any major existing supply contract, with one or a limited number of its suppliers for the purchase of essential raw materials.

Customers

The Company has various customers from all product lines and is not dependent on a single or few customers. The loss of one or two of its customers does not have any adverse material effect on its operations. No customer of the Corporation accounted for 20% of its sale. The Corporation has existing sales contracts with business partners and customers in the normal and regular business transactions.

Trademarks, Royalty and Patents

Devices and logo being used by the Company are registered with the Intellectual Property Office to wit:

	Date Registered
• Vitarich and Devices	November 11, 2010
• Aqua V-Tech and Logo	January 20, 2011
• Gromax Incorporated and design	July 07, 2011
• Cook's Golden Dory all fresh all natural and device	January 14, 2015

The registration is renewable for another ten (10) years. The Company does not hold any other patent, trademark, franchise, concession or royalty agreement.

Certification

Since 1999, the Corporation's Marilao – Feed Mill plant has been consistently complying and maintaining the certification with the ISO 9001 Quality Management System (QMS) through passing the rigid periodic surveillance audits by Certification International (CI). Such system enabled the Corporation to establish procedures that cover all key processes in the business, monitoring process to ensure that they are effective, keeping adequate records, checking output for defects with appropriate corrective actions, regularly reviewing individual processes and the quality system itself for effectiveness, thus facilitating continual improvement.

In 2007, the Corporation's commitment toward consistent product quality and safety was further strengthened when the three Company-owned feed mill facilities in Luzon, Visayas and Mindanao were certified with the International Organization for Standardization (ISO) for quality and feed safety management systems such as the ISO 9001: 2000 for Quality Management System (QMS) integrated with Hazard Analysis and Critical Control Points (HACCP) for the Luzon feed mill plant and ISO 22000:2005 Food Safety Management System (FSMS) for the Visayas and Mindanao feed mill plants. The Corporation has adopted and implemented preventive approaches to product safety that address physical, chemical and biological hazards in various aspects of feeds manufacturing along with the process and product inspection

On November 20, 2013, the Governing Board of Certification International Philippines, Inc. has re-certified the Corporation's Feedmill Plant in Luzon as conforming to ISO 9001:2008 and HACCP systems under Certification Nos. CIP/3999Q/07/10/544 and CIP/3999H/07/10/544, respectively.

At present, the Corporation is continuously complying and maintaining the requirements of the standards for Iloilo and Davao Feed Mill Plants. However, the Company disposed off its feed mill plant located in Marilao, Bulacan in 2014 to further reduce the debt and to generate necessary working capital.

Government Regulations and Approval

Compliance with environmental laws enhances good community and industry relationship and provides assurance to employees of their health and safety, thereby freeing Vitarich from violations and penalties.

Aside from compliance with the environmental laws, the Corporation also needs government approval for its principal products and services from the Bureau of Animal Industry (BAI) and the National Meat Inspection Services (NMIS) for the registration of its feedmill, accreditation of chemical laboratory, accreditation of meat plant, cold storage, respectively, that will all ensure that only safe and wholesome products reach the consumers. The Corporation is also required to secure all applicable permits from the Environmental Management Bureau (EMB) of the Department of Environment and Natural Resources (DENR) – for its feedmill plant, dressing plant, rendering plant and hatcheries.

The Corporation and its subsidiaries have obtained all necessary permits, licenses and government approvals to manufacture and sell their products.

The Corporation and its subsidiaries have no knowledge of recent or impending legislation, the implementation of which can result in a material adverse effect on the Corporation and its subsidiaries' business or financial condition.

Research and Development

The Company's research and development are centrally organized under the Research and Development Department to focus on the following core activities:

- Product Quality
- Research and Development
- Animal Nutrition

A Research and Development Manager directs these activities, which generally include the following:

- Animal nutrition
- Diagnostic laboratory services
- Feeds and feeds quality control
- Poultry genetic research
- New product development
- Technical extension services for contract breeders, growers and sales clients

In January 2001, the renovated Research Center of the Corporation was inaugurated. This upgraded the chemical laboratory capability and further improved the analysis procedure. Duration for analyzing was shortened through the acquisition of modern laboratory equipment.

The Chemical Laboratory handles most of the laboratory services needed for feed processing, from raw material analyses to finished products tests. The Diagnostic Laboratory handles all the laboratory support related to feed and food safety as well as the surveillance, prevention, and diagnosis of diseases to ensure health maintenance of livestock.

To ensure that its edge in the reliability and accuracy of its analysis is kept, equipment is continuously upgraded, i.e. the LECO

protein analyzer, Atomic Absorption Analyzer for macro and trace minerals including heavy metals, Gas Chromatograph (GC) analyzer for Fatty Acid analysis and flavors, Near Infrared System (NIRS) for the simultaneous determination of various nutrients, the Ankom Fiber analyzer, Active water analyzer and UV Vis equipment for some mineral and enzyme analysis. The Diagnostic Laboratory also acquired additional capabilities, particularly for swine serological tests.

For research and development activities, the Corporation spent P4.4M in 2017, P4.88M in 2016, P3.13M in 2015, P3.68M in 2014 and P3.02M in 2013.

Cost and Effects of Compliance with Environmental Laws

The Company generally complies with all environmental laws and regulations implemented by the Environmental Management Bureau of the Department of Environment and Natural Resources and invest appropriately to ensure compliance.

To ensure that its facilities are compliant with existing environmental laws, the Company implemented the following activities:

1. Ambient air testing of the surrounding areas of the plant, i.e., NESW, which incurred P5,000 together with noise monitoring in the said stations. With favorable results, the plant is in compliance with the Standards of the Clean Air Act of the Philippines. This ensures emissions such as particulate matter coming from the plant do not adversely affect the environment.
2. Stack emission testing of boilers to ensure that the gases being emitted during operation of the boilers are within the Standards of the Clean Act of the Philippines. Boiler emission testing cost amounted to P25,000 for our Davao plant and P63,259 for our Iloilo Plant, and with this testing it had monitored that emissions from the boilers are within the standards.
3. Regular monitoring of the final discharge of wastewater from our plants, ensuring that water discharge from our operation are within the regulatory standards set by the Clean Water Act. We have pending renewal applications for wastewater discharge permit with DENR as required by the law costing P2,200 for each of our Iloilo and Davao plants. We also sent water samples for analysis at the cost of P 2,000.00 each. Results are within the standards (BOD is 4 mg/L against std of NMT 50mg/L and TSS is 11 mg/L against std of NMT 85 mg/L).
4. In view of the warehouse expansion projects planned in both Iloilo and Davao plants, applications for modification of Environmental Compliance Certificate (ECC -EPRMP) have been filed and await completion of processing to comply with EMB requirements. Application fee costs P5000.
5. Regular repair and maintenance of facilities and pollution control facilities attached to ensure good operating conditions and thereby prevent/control pollution coming from the plant
6. Continuous improvement of pollution control devices and/or equipment to meet regulatory Standards.
7. Annual renewal of Permits from DENR-EMB is secured. Cost varies for each plant ranging from P1,000 to 10,000.

Manpower Complement

As of December 31, 2017, the Corporation and its subsidiaries have a total number of 1003 employees composed of supervisors, managers, executives and rank and file, with 512 regulars and 491 contractual. The Corporation has a collective bargaining agreement with the union representing the Corporation's rank and file employees.

The Federation of Free Workers - Vitarich Corporation Employees / Workers Union Chapter (FFW – VEWU) is the duly authorized collective bargaining agent that represents all rank and file employees of the Corporation. On November 25, 2015, the Corporations signed a five-year Collective Bargaining Agreement that took effect on August 1, 2015 to July 31, 2020.

There are no issues pertaining to labor unrest.

Pension Costs/Retirement Benefits

The Company maintains a partially funded, noncontributory post-employment defined benefit plan covering all of its regular full-time employees. The defined benefit plan is being administered by a trustee bank which is responsible for the administration of the plan assets and for the definition of the investment strategy. The Company's retirement benefits are based on years of service and one and one-fourth month's salary for every year of continuous service.

The plan is exposed to interest rate risks and changes in the life expectancy of qualified employees. The plan is not exposed to significant concentrations of risk on the plan assets.

Actuarial valuations are made periodically to update the retirement liability and the amount of contributions. The latest actuarial valuation of the plan is as at December 31, 2015.

Pursuant to the reintegration of the Gromax's business to the Company, effective April 1, 2015, Gromax transferred its employees to the Company. Retirement benefits accruing to these employees were transferred to the Company, accordingly.

Financial Risk Management

The Company is exposed to a variety of financial risks which result from its operating, financing and investing activities. The Company's overall risk management program focuses on the unpredictability of the markets and seeks to minimize potential adverse effects on the Company's performance.

The Company does not engage in the trading of financial assets for speculative purposes nor does it write options. The financial risks, which the Company is exposed to, are described below and in the succeeding pages.

Foreign Currency Sensitivity

To a certain extent, the Company has an exposure to foreign currency risks as some of its raw materials purchases are sourced outside the Philippines and are therefore denominated in foreign currencies. However, the Company has not yet experienced significant losses due to the effect of foreign currency fluctuations since purchases denominated in foreign currency are kept at a minimum.

Interest Rate Sensitivity

As at December 31, 2017 and 2016, the Company has no significant floating rate financial assets or liabilities. The Company's operating cash flows are substantially independent of changes in market interest rates.

The Company has no borrowings that carry variable interest rates, which released the Company from any cash flow interest rate risk.

Credit Risk

Generally, the maximum credit risk exposure of the financial assets is the carrying amount of the financial assets.

The Company continuously monitors defaults of counterparties, identified either individually or by group, and incorporates this information into its credit risk controls. Where available at a reasonable cost, external credit ratings and/or reports on counterparties are obtained and used. The Company's policy is to deal only with creditworthy counterparties.

The Company's trade and other receivables are not exposed to a concentration of credit risk as the Company deals with a number of customers. The trade and other receivables are actively monitored and assessed, and where necessary an adequate level of provision is maintained. In addition, to minimize credit risk, the Company requires collateral, generally land and real estate, from its customers.

The Company's management considers that trade and other receivables that are not impaired nor past due for each reporting periods are of good credit quality.

The Company's basis in grading its neither past due nor impaired financial assets is as follows:

High grade:	ratings given to counterparties with strong to very strong capacity to meet its obligations.
Standard grade:	ratings given to counterparties with average capacity to meet its obligations.

Liquidity Risk

The Company manages its liquidity profile to be able to service its long-term debt as these falls due by maintaining sufficient cash from operations. The Company maintains cash to meet its liquidity requirements for up to 30-day periods.

Price Risk

The Company is exposed to commodity price risk as the raw materials of its main products are subject to price swings. The Company's management actively seeks means to minimize exposure to such risk.

Item 2. PROPERTIES

The Corporation operates and/or leases numerous production facilities, which include feed mills, dressing plants, and hatcheries. As of December 31, 2017, these facilities include the following.

	Condition	Remarks
Feed Mill		
Luzon	Good	Toll
Visayas	Good	Owned
Mindanao	Good	Owned/Toll
Dressing Plant		
Luzon	Good	Toll
Visayas	Good	Toll
Mindanao	Good	Toll
Hatchery		
Luzon	Good	Toll
Visayas	Good	Toll
Mindanao	Good	Toll

The Corporation will only consider any project, which is critical to its continued operations and likewise that which will generate substantial cost savings and higher return of investment.

Item 3. LEGAL PROCEEDINGS

On 28 July 2017, the Court of Appeals granted Vitarich Corporation's partial appeal respecting the remaining claim of P247.7M, exclusive of interests, against Charter Ping An Insurance Corporation. The Court of Appeals remanded the case to the Regional Trial Court of Malolos, Bulacan for further proceedings insofar as the remaining claim of Vitarich Corporation is concerned.

Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

There were no matters submitted to a vote of security holders during the calendar year covered by this report.

PART II – OPERATIONAL AND FINANCIAL INFORMATION**Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDERS MATTERS**

The registrant's common equity is principally traded in the Philippine Stock Exchange (PSE). The high and low sales prices for every quarter ended are indicated in the table below:

	2016		2017		2018	
	High	Low	High	Low	High	Low
1st Quarter	0.75	0.71	1.52	1.49	2.02	1.91
2nd Quarter	0.88	0.86	2.09	2.01		
3rd Quarter	2.42	2.34	2.11	2.07		
4th Quarter	1.41	1.34	1.99	1.94		

The closing price of the Corporation's common shares as of the last trading date – December 29, 2017 was P 1.96 per share.

As of March 31, 2018, the latest trading date prior to the completion of this annual report, sales price of the common stock was at P2.00 / share.

There are no securities to be issued in connection with an acquisition, business combination or other reorganization.

Sales of Unregistered Securities

On November 23, 2017, Vitarich Corporation agreed to issue 267,836,113 unissued but existing common shares to Kormasinc, Inc.'s due to the conversion of the latter's credit of P407,110,891.00 into equity of the Corporation. On December 22, 2017, the Securities and Exchange Commission approved the valuation of 267,836,113 shares.

Holders

The Corporation has only one class of shares i.e., common shares. The total number of stockholders as of March 31, 2018 is 4,177 and the total number of shares outstanding on that date was 3,054,334,014.

	March 31, 2018	Dec. 31, 2017	Dec. 31, 2016
Number of Issued & Outstanding Shares	3,054,334,014	2,786,497,901	2,786,497,901
Number of Stockholders	4,177	4,186	4,255
Number of Shares owning at least one board lot each	3,171	3,180	3,238

Total public ownership shares as of March 31, 2018 is 25.82%. The Company's Filipino-Foreign equity ownership as of March 31, 2018 is as follows:

	<u>No. of Shares</u>	<u>% Ownership</u>
Shares owned by Filipino	2,807,125,252	92%
Shares owned by Foreigners	247,208,762	8%
Total	3,054,334,014	100%

Listed below are the top 20 stockholders of the Corporation as of March 31, 2018:

	Name of Stockholders	Number of Shares	Percent of Total Outstanding
1	PCD NOMINEE CORPORATION (FILIPINO)	2,506,977,594	82.08%
2	KORMASINC, INC.	267,836,113	8.77%
3	PCD NOMINEE CORPORATION (NON-FILIPINO)	245,066,942	8.02%
4	PACIFIC EQUITY, INC	10,843,717	0.36%
5	YAZAR CORPORATION	1,402,520	0.05%
6	MA. SOCORRO S. GATMAITAN	1,307,033	0.04%
7	MA. VICTORIA M. SARMIENTO	1,305,320	0.04%
8	MA. LOURDES S. CEBRERO	1,305,320	0.04%
9	MA. LUZ S. ROXAS	1,305,320	0.04%
10	JOSE M. SARMIENTO	1,305,320	0.04%
11	GLICERIA M. SARMIENTO	690,000	0.02%
12	NELIA M. CRUZ	527,850	0.02%
13	ROGELIO M. SARMIENTO	290,000	0.01%
14	ANTONIO S. RAAGAS	270,000	0.01%
15	BARBARA ARLENE I. SARMIENTO	228,510	0.01%
16	BETINA ANGELINA I. SARMIENTO	228,510	0.01%
17	PACIFIC EQUITY, INC	226,500	0.01%
18	NORBERTO T. HOFELENA	220,778	0.01%
19	GLADY Y. LAO	215,000	0.01%
20	BERNAD SECURITIES, INC.	203,000	0.01%
	Other Stockholders	12,578,667	0.38%
Total Shares Issued & Outstanding		3,054,334,014	100%

In 1995, the Corporation declared a cash dividend of P0.10 per share. But for the years 1996 up to 2014, the Corporation did not declare any dividend because of the losses suffered by the Corporation.

Description of Vitarich Shares

Securities of the Corporation consist entirely of common stock with par value of P1.00 per share. All shares are equally eligible to receive dividends and repayment of capital and each share is entitled to one vote at the shareholders' meeting of the Company.

Item 6. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Fiscal Year 2017 compared to Fiscal Year 2016

Consolidated sale of goods increased by 27%, from 5.1 billion registered in 2016 to 6.5 billion registered in 2017, driven by strong performance of all product lines.

Sale of goods per business segment is as follows:

- **Food Segment:**
Sale of goods of food segment increased by 47%, from P1.9 billion registered in 2016 to P2.8 billion in 2017 due to higher sales volume and better selling prices of chicken.
- **Feeds Segment:**
Sale of goods of feeds segment increased by 13%, from P2.9 billion registered in 2016 to P3.3 billion in 2017 due to expansion of several farm customers.
- **Farms Segment:**
Sale of goods of farms segment increased by 37%, from P301 million registered in 2016 to P412 million in 2017 due to successful recruitment of additional farm breeding and broiler partners.

Cost of goods sold increased by 29%, from P4.5 billion in 2016 to P5.8 billion in 2017 due to higher cost of some raw materials. Better efficiency versus last year, however, helped to partially mitigate the higher raw material prices resulting to a gross profit of P722 million, ahead by P89 million or 14%.

Operating expenses increased by 16% from P474 million in 2016 to P551 million in 2017 due to higher administrative, selling and distribution expenses. Other operating income of P36 million in 2017 decreased by 21% in 2016 primarily due to no recovery of accounts written off.

Other charges decreased by 69%, from P179 million in 2016 to P55 million in 2017 due to higher tax compromise settlement, demurrage on cargo release, and provision of probable losses in 2016.

Tax expense increased by 243% from P8.5 million in 2016 to P29 million in 2017.

With the above, the Company posted a Net Income of P122.4 million in 2017, P104.8 million or 599% higher than 2016 of P17.5 million.

The Corporation's top four (4) key performance indicators are described as follows:

	2017	2016
Revenue (Php billion)	6.50	5.10
Cost Contribution (Php billion)	5.77	4.47
Gross Profit Rate (%)	11%	12%
Operating Margin (Php billion)	207	205

1) Sales Volume, Price, and Revenue Growth

Consolidated revenue, composed of food, feed, and farm sales, amounted to P6.5 billion, 27% higher than the same period last year of P5.1 billion.

2) Cost Contribution

This measures the cost efficiency of the products and trend of raw materials prices, particularly importations wherein there are foreign exchange exposures. Costs are analyzed on a regular basis for management's better strategic decisions in cost reduction and efficiency measures.

3) Gross Profit Rate

The review is done on a regular basis to check if the targets are being met based on the forecasted gross profit rate. This is being done on a regular basis for proper and immediate action.

4) Operating Margin

Operating margin is the result after operating expenses are deducted. Review of operating expenses is performed on a regular basis. These are being analyzed and compared against budget, last month and previous years, to ensure that cost reduction measures are being met and implemented.

Results of Operations for the First Quarter of 2018:

For the first quarter of 2018, Vitarich Corporation and its subsidiaries generated consolidated sale of goods of ₱1,959 million, higher by 26% from ₱1,558 million of same quarter last year due to increased volume of all product lines.

Vitarich's cost of goods consists of raw material and packaging costs, manufacturing costs, and direct labor costs grew by 29% due to higher raw material prices, particularly corn, wheat and soya.

The Company generated gross profit of ₱202 million for the first quarter, 3% higher from a year ago due to continued good efficiency of its poultry operations and favorable chicken prices.

For the first quarter, consolidated operating expenses is at ₱144 million, almost the same of the first quarter of the previous year.

Other operating income for the first quarter of 2018 has increased by 596% against the other operating income for the same period last year.

The Company achieved an operating profit of ₱64.6 million or increase of 25% versus same period of last year driven by the strong performance of all operations. This was achieved despite higher feed costs due to the increase in prices of key raw materials

Other charges amounted to ₱7.3 million in the first quarter of 2018. This has resulted to a consolidated net income before tax for the first quarter of ₱57.3 million as against last year's net income of ₱45.7 million.

Corporate Action Plan:

For Feeds, the Company will continue to deliver superior products through continuing improvements in its formulations and production processes. The Company aims to reposition its animal and aqua feed lines.

For Foods & Farms, Vitarich will expand the poultry business by increasing its breeder capacity. The Company will also increase its food market base by developing chicken value-added products and expanding its distribution channels by way of penetrating hotel and restaurant institutions (or HRI) accounts, and tapping selected supermarket for its fresh dressed chicken.

There are no material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the company with unconsolidated entities or other persons created during the reporting period.

There are no material commitments for capital expenditures.

There are no significant elements of income or loss arising from continuing operations.

There is no known trend, or any demand, commitments, event or uncertainty that will result in or that are reasonably likely to result to Corporation's liquidity increasing or decreasing in any material way.

There are no events that will trigger direct or contingent financial obligation that is material to the Corporation, including any default or acceleration of an obligation.

Item 7. FINANCIAL STATEMENTS

The Consolidated Audited Financial Statement of the Corporation for the year-ended December 31, 2017 including the applicable schedules listed in the accompanying index to financial statements and supplementary schedules are filed as part of this form 17-A.

PART IV – EXHIBITS AND SCHEDULES

EXHIBITS AND REPORTS ON SEC FORM 17-C

- (a) Exhibits
The exhibits, as indicated in the Index to Exhibits are either not applicable to the Corporation or require no answer.
- (b) Reports on SEC Form 17-C

The following are the items reported under SEC Form 17-C

Date of Report	REMARKS
January 10, 2017	Appointment of Mr. Reynaldo D. Ortega as VP & General Manager Poultry & Foods Division
January 24, 2017	Certificate of Availment issued by the Bureau of Internal Revenue granting Vitarich's offer of compromise for the settlement of the assessed tax deficiency for the year 2011
February 20, 2017	Received the Certificate of Approval issued by the Bureau of Internal Revenue granting Vitarich's application for abatement/cancellation of 100% of the surcharge and compromise penalty for the 2013 and 2014 Withholding Tax on Compensation Expanded Withholding Tax
April 12, 2017	Approval of 2016 Audited Consolidated Financial Statement of Vitarich Corporation and Subsidiaries
April 27, 2017	Amended notice of annual general meeting on additional agenda no. 8 Approval of Plan for Quasi-Reorganization and agenda no. 9 Approval of amendment of Article 7 of the Amended Articles of Incorporation due to the plan for Quasi-Reorganization
May 17, 2017	Media Briefing on the Financial Results of the Company for 1st Quarter of 2017 (Amended)
May 17, 2017	Analyst's Briefing on Financial Results for 1Q 2017
May 23, 2017	Advisement Letter to send Definitive Information Statement thru CD Format
May 25, 2017	Amendment of Notice of Annual General Meeting 2017
May 25, 2017	Approved the Company's plan to undergo Quasi-Reorganization
June 01, 2017	Corporation's List of Stockholders entitled to vote as of record date May 30, 2017
June 20, 2017	Certification of Independent Director Manuel D. Escueta
June 20, 2017	Certification of Independent Director Vicente J.A. Sarza
June 30, 2017	Results of Annual General Meeting 2017
June 30, 2017	Results of Organizational Meeting of Board of Directors 2017
July 03, 2017	Amendment of Articles of Incorporation
July 06, 2017	Amendment of Results of Annual General Meeting
November 23, 2017	Approval of Debt to Equity
December 07, 2017	Media and Analyst Briefing on Financial Results for 3Q 2017
January 22, 2018	Received the Securities and Exchange Commission's (SEC) approval of the Certificate of Application of Valuation
January 31, 2018	Resignation and Appointment of Officers
March 06, 2018	Appointment of Mr. Reynaldo D. Ortega as SVP & General Manager, Poultry and Foods Division
March 16, 2018	Appointment of Mr. Josefino A. Tapia Jr. as VP & Supply Chain Director

PART V – CORPORATE GOVERNANCE

On May 25, 2017, the Board of Directors approved Vitarich Corporation's Amended Manual on Corporate Governance in compliance with the new Code of Corporate Governance for Publicly Listed Companies.

Evaluation System to Measure Compliance with Manual to Corporate Governance

There is no particular system presently being applied to measure the Corporation's compliance with the provisions of its Manual on Good Corporate Governance.

The Company has substantially complied with the provisions of its Manual on Corporate Governance. As required by the Commission, a Certification of Compliance with the Manual was submitted in January 10, 2014.

Measures being undertaken to fully comply with the Adopted Leading Practices on Good Corporate Governance

The following are some of the measures undertaken by the Corporation to ensure that full compliance with the leading practices on good governance are observed:

1. Compliance Officer has been designated to monitor compliance with the provisions on requirements of the Corporation's Manual on Corporate Governance;
2. The Corporation has designated an audit committee, and a compensation & nomination committee;
3. The Corporation has elected two independent directors to its Board;
4. The nomination committee pre-screens and shortlists all candidates nominated to become directors in accordance with the qualification and disqualification set up and established;
5. During the scheduled meetings of the Board of Directors, the attendance of each director is monitored and recorded; and
6. The directors & officers were provided copies of the Manual of the Corporate Governance of the Corporation for their information, guidance and compliance.
7. Risk and Governance Committee has been created

Deviation from the Corporation's Manual of Corporate Governance

The Corporation substantially complied with the Corporate Governance Guidelines for Companies Listed on the Philippine Stock Exchange ("Guidelines") for the year 2014.

There is no deviation of any kind from the registrant's Manual of Corporate Governance nor was there any disclosure of the name and position of the person/s involved and sanction/s imposed on any individual.

Any plan to improve corporate governance of the company

The Company will continue monitoring compliance with its Manual on Corporate Governance to ensure full compliance thereto.

PROXY

KNOW ALL MEN BY THESE PRESENTS:

The undersigned stockholder of **VITARICH CORPORATION** the ("Corporation"), hereby:

1. Constitutes and appoints **RICARDO MANUEL M. SARMIENTO** or in his absence, or if there is no proxy specifically designated in the foregoing space, the CHAIRMAN OF THE BOARD OF THE CORPORATION, or in his absence, the PRESIDENT OF THE CORPORATION, or in his absence, the CHAIRMAN OF THE MEETING, as his duly constituted proxy with full power of substitution and appointment, to vote, for and in his behalf, all of the _____ shares of the capital stock of the Corporation registered in the name of the undersigned stockholder in the books of the Corporation, at the Annual Meeting of the Stockholders of the Corporation to be held at **7RS Restaurant, Rosalie's Building, Patubig, Marilao, Bulacan** on **Friday, June 29, 2018 at 2:00 in the afternoon** and at any adjournment (s) or postponement (s) thereof, as follows:

SUBJECT	FOR	AGAINST	ABSTAIN
1. Call to order;			
2. Certification of notice to the stockholders and the presence of a quorum to do business;			
3. Approval of the minutes of the previous annual meeting;			
4. Report of the President on the operations and financial statements of the Corporations;			
5. Confirmation and ratification of the acts of the Board of Directors and officers;			
6. Election of directors;			
7. Appointment of the external auditor;			
8. Appointment of the stock and transfer agent;			
9. Other matters; and			
10. Adjournment			

- ❖ Where the boxes (or any of them) are unchecked, the stockholder executing the proxy is deemed to have authorized the proxy to vote "FOR" the items above.

2. Revokes any proxy or proxies, or similar authorization, heretofore given to any other person or persons, and the power and authority herein granted shall continue to exist until the same shall have been expressly revoked in writing by the undersigned stockholder or by the latter's personal attendance at the stockholders' meeting; and
3. Declares that his/her personal attendance or execution of a subsequent specific proxy for any particular stockholders' meeting shall suspend this proxy but only for purposes of such particular meeting.

FULL DISCRETION	
-----------------	--

_____, at _____.

Printed Name of Stockholder

Signature of Authorized Signatory

(Partnerships, Corporations and Associations must attach certified resolutions thereof designating Proxy/Representative and Authorized Signatories)