

**VITARICH CORPORATION**  
**Amendments to the Amended By-Laws**  
**Approved on 08 May 2020**

Article I, Sections 3 and 5 were amended in order to allow the stockholders to attend, participate, and vote in annual or special meetings via remote communication or other alternative modes of communication.

Article II, Sections 7, 8 and 9 were amended in order to allow the directors to attend, participate, and vote in annual or special meetings via remote communication or other alternative modes of communication.

<b>PROVISION</b>	<b>FROM</b>	<b>TO</b>
Article I, Section 3	<b>SECTION 3.</b> Written notice of time and place of holding any annual meeting, or any special meeting, of the stockholders as well as of the time, date and place of the validation of proxies, shall be given either by posting the same enclosed in a postage pre-paid envelope, addressed to each stockholder of record entitled to vote at the address left by such stockholder with the Secretary of the Corporation, or at his last known post office address, or by delivering the same to him in person, at least fifteen (15) business days before the date set forth for such meeting. Every stockholder shall furnish the Secretary with the address at which notices of meeting and all other corporate notices may be served upon him by mail directed to him at his last known post office address. The notice of every special meeting shall state briefly the objects of the meeting, and no other business shall be transacted at such meeting except by consent of the majority in interest of the stockholders of the Corporation entitled to vote, present or represented at such meeting. No notice of the meeting need be published in any newspaper. Failure	<b>SECTION 3.</b> Written notice of time and place of holding any annual meeting, or any special meeting, of the stockholders as well as of the time, date and place of the validation of proxies, shall be given either by posting the same enclosed in a postage pre-paid envelope, addressed to each stockholder of record entitled to vote at the address left by such stockholder with the Secretary of the Corporation, or at his last known post office address, or by delivering the same to him in person, at least fifteen (15) business days before the date set forth for such meeting. Every stockholder shall furnish the Secretary with the address at which notices of meeting and all other corporate notices may be served upon him by mail directed to him at his last known post office address. The notice of every special meeting shall state briefly the objects of the meeting, and no other business shall be transacted at such meeting except by consent of the majority in interest of the stockholders of the Corporation entitled to vote, present <u>in person or via remote communication or via other alternative modes of communication</u> or represented at such meeting. No notice of the meeting need be published in any

	<p>to give or any defect or irregularity in giving the notice of the meeting shall not affect or invalidate the actions or proceeding at such meeting validly convened. The stockholders of the Corporation entitled to vote may, by unanimous consent in writing, waive notice of the time, place and purpose of any meeting stockholders and any action taken at a meeting held pursuant to such waiver shall be valid and binding. (As amended on 25 March 1998)</p>	<p>newspaper. Failure to give or any defect or irregularity in giving the notice of the meeting shall not affect or invalidate the actions or proceeding at such meeting validly convened. The stockholders of the Corporation entitled to vote may, by unanimous consent in writing, waive notice of the time, place and purpose of any meeting of the stockholders and any action taken at a meeting held pursuant to such waiver shall be valid and binding. (As amended on <u>08 May 2020</u>)</p>
<p>Article I, Section 5</p>	<p><b>SECTION 5.</b> At every meeting of the stockholders of the Corporation, every stockholder entitled to vote shall be entitled to one vote for such share for stock standing in his name in the books of the Corporation, provided, however, that in the case of the 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,</p>	<p><b>SECTION 5.</b> At every meeting of the stockholders of the Corporation, every stockholder entitled to vote shall be entitled to one vote for such share for stock standing in his name in the books of the Corporation, provided, however, that in the case of the 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 <u>in person or via remote communication or via other alternative modes of communication</u> or 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 <u>in person or via remote communication or via alternative modes of communication or by proxy of the holders on record of a majority of the stock of the Corporation then issued</u></p>

	<p>shall constitute a quorum for the transaction of business, and in the absence of a 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 the 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)</p>	<p><u>and outstanding and entitled to vote shall constitute a quorum for the transaction of business, and in the absence of a quorum, the stockholders attending in person or via remote communication or via other alternative modes of communication 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 the adjournment is taken. At the reconvened meeting, any business which might be transacted on the adjourned meeting may be taken up.</u></p> <p><u>The Board of Directors may adopt and promulgate rules and procedures on the mechanisms for stockholders' participation of in meetings and voting via remote communication or via other alternative modes of communication. In the absence of such rules and procedures, the provisions of Securities and Exchange Commission ("SEC") Memorandum Circular No. 6, Series of 2020 shall be followed. Any subsequent law or circular, rules, or regulations by the SEC relative to the mechanisms for stockholders' participation in meetings and voting via remote communication or via other alternative modes of communication, amending or supplementing SEC Memorandum Circular No. 6, series of 2020, shall likewise be followed in the absence of rules or procedures promulgated by the Board of Directors. (As amended on 08 May 2020)</u></p>
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<p>Article II, Section 7</p>	<p><b>SECTION 7.</b> The Corporate powers of the Corporation shall be exercised, its business conducted, and its property controlled and held by a Board of Directors, composed of regular and independent directors as provided herein, who shall be elected by the stockholders entitled to vote at the annual meeting as provided for by law and shall hold office for ONE (1) YEAR and until their successors are elected and qualified. (As amended on 23 June 2005) To qualify as a Director, the person chosen must be a registered owner in his own right of at least ONE (1) SHARE of the capital stock of the Corporation. If any vacancy shall occur among the members of the Board of Directors other than by removal by the stockholders, by expiration of the term, or increase in the number of directors, such vacancy shall be filled by the remaining Directors if still constituting a quorum; or otherwise; such vacancy shall be filled by the stockholders in a regular or special meeting called for that purpose. The stockholders entitled to vote at any such meeting may also accept the resignation of any director and fill the vacancy created thereby. In case of any such vacancy, the directors remaining shall continue to act as a Board. Provided, however, that if at any time the number be reduced to less than six (6), the remaining directors shall forthwith call a special meeting of the stockholders entitled to vote for the purpose of filling the vacancy. The director/s elected to fill up the vacancy aforesaid shall serve for the</p>	<p><b>SECTION 7.</b> The Corporate powers of the Corporation shall be exercised, its business conducted, and its property controlled and held by a Board of Directors, composed of regular and independent directors as provided herein, who shall be elected by the stockholders entitled to vote and present <u>in person or via remote communication or via other alternative modes of communication</u> at the annual meeting as provided for by law and shall hold office for ONE (1) YEAR and until their successors are elected and qualified. (As amended on 23 June 2005) To qualify as a Director, the person chosen must be a registered owner in his own right of at least ONE (1) SHARE of the capital stock of the Corporation. If any vacancy shall occur among the members of the Board of Directors other than by removal by the stockholders, by expiration of the term, or increase in the number of directors, such vacancy shall be filled by the remaining Directors if still constituting a quorum; or otherwise; such vacancy shall be filled by the stockholders in a regular or special meeting called for that purpose. The stockholders entitled to vote at any such meeting may also accept the resignation of any director and fill the vacancy created thereby. In case of any such vacancy, the directors remaining shall continue to act as a Board. Provided, however, that if at any time the number be reduced to less than six (6), the remaining directors shall forthwith call a special meeting of the stockholders entitled to vote for the purpose of filling the vacancy. The director/s elected to fill up the vacancy aforesaid shall serve for the unexpired term/s. (As amended on 08 May 2020)</p>

	unexpired term/s. (As amended on 28 June 1995 and 23 June 2005)	
Article II, Section 8	<b>SECTION 8.</b> The directors shall act only as a Board and the individual directors shall have no power as such. A majority of the directors of the Corporation, at a meeting duly assembled, shall be necessary to constitute a quorum for the transaction of business, and the act of the majority of a quorum, so present, shall be valid as a corporate act.	<b>SECTION 8.</b> The directors shall act only as a Board and the individual directors shall have no power as such. <u>The presence in person or via remote communication or via other alternative modes of communication</u> of a majority of the directors of the Corporation, at a meeting duly assembled, shall be necessary to constitute a quorum for the transaction of business, and the act of the majority of a quorum, so present <u>in person or via remote communication or via other alternative modes of communication</u> , shall be valid as a corporate act. (As amended on <u>08 May 2020</u> )
Article II, Section 9	<b>SECTION 9.</b> The Board of Directors shall meet immediately upon their election or as soon thereafter as may be practicable and elect from among themselves the Chairman and Vice Chairman and the officers of the Corporation for the ensuing year. Thereafter, the Board of Directors shall hold regular meetings on the last Tuesday of every month at 9:00 a.m. at the principal office of the Corporation, or at such particular dates or places as the Board may fix. Special meetings of the Board of Directors may be called by the Chairman or on the written request of any two (2) directors. Notice of all regular and special meetings of the Board of Directors shall be emailed to each director at his email address or delivered to him personally at his office, or transmitted by telephone or by fax machine at least three (3) days	<b>SECTION 9.</b> The Board of Directors shall meet immediately upon their election or as soon thereafter as may be practicable and elect from among themselves the Chairman and Vice Chairman and the officers of the Corporation for the ensuing year. Thereafter, the Board of Directors shall hold regular meetings on the last Tuesday of every month at 9:00 a.m. at the principal office of the Corporation, or at such particular dates or places as the Board may fix. Special meetings of the Board of Directors may be called by the Chairman or on the written request of any two (2) directors. Notice of all regular and special meetings of the Board of Directors shall be emailed to each director at his email address or delivered to him personally at his office, or transmitted by telephone or by fax machine at least three (3) days prior to the date fixed for the meeting. The directors may attend any regular or

	<p>prior to the date fixed for the meeting. (As amended on 29 June 2012)</p> <p>The Chairman, or in his absence, the Vice Chairman, shall preside over all meetings of the Board of Directors and the stockholders of the Corporation. ( As amended on 29 June 2012)</p>	<p><u>special meeting in in person or via remote communication or via other alternative modes of communication. (As amended on 08 May 2020)</u></p> <p>The Chairman, or in his absence, the Vice Chairman, shall preside over all meetings of the Board of Directors and the stockholders of the Corporation. ( As amended on 29 June 2012)</p> <p><u>The Board of Directors may adopt and promulgate rules and procedures on the mechanisms for directors’ participation of in meetings and voting via remote communication or via other alternative modes of communication. In the absence of such rules and procedures, the provisions of Securities and Exchange Commission (“SEC”) Memorandum Circular No. 6, Series of 2020 shall be followed. Any subsequent law or circular, rules, or regulations relative to the mechanisms for directors’ participation in meetings and voting via remote communication or via other alternative modes of communication, amending or supplementing SEC Memorandum Circular No. 6, series of 2020, shall likewise be followed in the absence of rules or procedures promulgated by the Board of Directors. (As amended on 08 May 2020)</u></p>
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