

**VITARICH CORPORATION
MINUTES OF THE ANNUAL GENERAL MEETING
OF THE STOCKHOLDERS**

held on Friday, 28 August 2020, at 2:00 PM
via video conference

PRESENT:

	Number of Shares	Percentage
Total Shares Present in Person or by Proxy	2,259,744,302	73.98%
Total Outstanding Shares	3,054,334,014	100.00%

ALSO PRESENT:

MR. JOSE VINCENTE C BENGZON, III	- Chairman of the Board
MR. ROGELIO M. SARMIENTO	- Director
MR. RICARDO MANUEL M. SARMIENTO	- Director/President/CEO
MS. STEPHANIE NICOLE S. GARCIA	- Director/Treasurer/EVP/ Corporate Management Services Director
MR. JOSE M. SARMIENTO	- Director
MR. LORENZO VITO M. SARMIENTO, III	- Director
MR. LEVI F. DIESTRO	- Director
MR. BENJAMIN I. SARMIENTO, JR.	- Director
DR. JUAN ARTURO ILUMINADO C. DE CASTRO	- Director
MR. MANUEL D. ESCUETA	- Independent Director
MR. VICENTE J. A. SARZA	- Independent Director
ATTY. AISON BENEDICT C. VELASCO	- Corporate Secretary
ATTY. MARY CHRISTINE DABU-PEPITO	- Ass't. Corporate Secretary and Compliance Officer

OTHER OFFICERS OF THE CORPORATION

I. CALL TO ORDER

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

Before proceeding to the agenda for the stockholders' annual general meeting for 2020, the Chairman introduced the members of the Board of Directors, the Corporate Secretary and Assistant Corporate Secretary.

Thereafter, the Corporate Secretary read and enumerated the ground rules and voting procedures for the meeting as set forth in the Information Statement.

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

The Corporate Secretary certified that the stockholders of record as of 28 July 2020 were duly notified of the annual general meeting in accordance with law and the By-laws of the Corporation. The notice of this meeting was submitted to the SEC and was published in the newspapers and posted on the PSE's EDGE system as well as on the Corporation's website.

He further certified that a quorum existed for the transaction of business considering that out of a total of 3,054,334,014 issued and outstanding shares, the stockholders holding 2,259,744,302 shares or 73.98% were present in person or by proxy.

III. APPROVAL OF THE MINUTES OF THE ANNUAL GENERAL MEETING OF THE STOCKHOLDERS HELD ON 28 JUNE 2019

Upon motion duly made and seconded, and based on the ballot forms received by the Corporation and tabulated by the stock transfer agent, the stockholders representing 73.98% of the outstanding capital stock of the Corporation unanimously voted to dispense with the reading of the minutes of the annual general meeting of the stockholders of the Corporation held on 28 June 2019 and to approve the said minutes as presented.

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

Mr. Ricardo Manuel M. Sarmiento, President and Chief Executive Officer, reported on the results of the operations of the Corporation for the year 2019, including the audited financial statements for the year ending 31 December 2019.

He reported that consolidated gross sales increased by 2%, from P8.3B in 2018 to P8.4B in 2019. Favorable chicken prices and the strategies adopted by the Corporation generated a net income at P128.8M or 98% increase versus P65.2M in 2018.

Business in 2018

President Sarmiento reported that from the Corporation's exit from corporate rehabilitation in 2016 and after rebuilding its foundations in 2017, the Corporation had expanded and increased its shareholders' value in 2018 by changing its par value and restructuring its equity to allow for possible declaration of dividends. The Corporation rationalized its products by foregoing gamefowl and aquafeeds to focus on poultry feeds, breeders, and livestock and some swine business. The Corporation also had Project Punla, which aimed to improve its overall efficiencies with the help of an internationally well-known partner. The Corporation also continued to implement its digital transformation programs.

What Went Well in 2019

For the first half of 2019, oversupply of chickens due to importation depressed gross sales by 18% versus 2018. Through strategy and resilience, coupled with better chicken prices, Vitarich was able to recover by the second half of the year. Food sales increased to P4.032B, which was higher by 5% versus 2018.

Vitarich's feed business segment sales reached P3.941B, which was 2% higher than 2018. The Corporation's focus on poultry shielded it from the adverse effects of the African Swine Flu ("ASF").

Furthermore, the Corporation decreased its expenses by rationalizing its warehouses in Luzon, Visayas and Mindanao. On the other hand, it increased its own manufacturing capacity by acquiring the new 10 Ton Per Hour that the business partner set up in its Davao Plant. The feed mill plants in Davao and Iloilo are certified as ISO 22000:2005 compliant. Vitarich has also expanded its feed mill operations in Northern Mindanao towards the end of 2019.

President Sarmiento also reported that Lifetime Profitable Partnerships sustained Vitarich's business growth in 2019. It tapped business partners in areas where it lacks infrastructure. In addition, Vitarich launched its Project S.I.B.O.L. ("System Improvement and Business Opportunity Leaders") in order to drive continuous improvement across all

departments. He explained that Project SIBOL is the offshoot of Project Punla, and it aims to help the Corporation to identify and avail of invaluable opportunities.

Vitarich continued its digital transformation programs through Office 365 and Video Conferencing that allowed the Corporation to enhance efficiency by cutting costs and reducing the need for transportation.

Vitarich also re-framed and launched its core values as follows: Leadership with Integrity, Excellence, and Care for Others. President Sarmiento explained that these core values are not new as they have been practiced for 70 years to date.

Plans for 2020 Onwards

President Sarmiento also reported on the Corporation's various plans and strategies for the new normal to ensure survival and thrive despite the pandemic. He also shared the strategies to make Vitarich a world class organization.

President Sarmiento concluded his report by expressing gratitude to Vitarich's shareholders, Board of Directors, suppliers, business partners and employees for the Corporation's 70 years of existence and continuous sustainable growth.

There being no questions and upon motion duly made and seconded, and based on the ballot forms received by the Corporation and tabulated by the stock transfer agent, the stockholders representing 73.98% of the outstanding capital stock of the Corporation unanimously voted to approve President Sarmiento's report as well as the audited financial statements of the Corporation for the period ending 31 December 2019.

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

Upon motion duly made and seconded, and based on the ballot forms received by the Corporation and tabulated by the stock transfer agent, the stockholders representing 73.98% of the outstanding capital stock of the Corporation unanimously voted to approve, confirm, and ratify all acts, contracts or deeds performed, entered into or executed by the Board of Directors and officers of the Corporation from the last annual general meeting up to this day.

VI. ELECTION OF DIRECTORS

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 three (3) independent directors. Pursuant to SEC Regulations and the Amended Manual on Corporate Governance, a Nomination Committee was created to screen the qualifications and prepare a final list of all candidates for independent and regular directors. 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. Manuel D. Escueta;
2. Mr. Vicente JA Sarza; and
3. Mr. Levi F. Diestro.

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 three (3) 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; and
8. Dr. Juan Arturo Iluminado C. De Castro

Upon motion duly made and seconded, the Corporate Secretary announced that the results of the elections were tabulated by the stock transfer agent. He also announced that based on the certification submitted to him by the stock transfer agent, the following individuals have received the following number of votes for his/her election as director:

1. Mr. Jose Vicente C. Bengzon III – 2,259,738,302 votes;
2. Mr. Rogelio M. Sarmiento – 2,259,738,302 votes;
3. Mr. Ricardo Manuel M. Sarmiento – 2,259,738,302 votes;
4. Ms. Stephanie Nicole S. Garcia – 2,259,738,302 votes;
5. Mr. Benjamin I. Sarmiento, Jr. – 2,259,738,302 votes;
6. Mr. Jose M. Sarmiento – 2,259,738,302 votes;
7. Mr. Lorenzo Vito M. Sarmiento III – 2,259,738,302 votes;
8. Dr. Juan Arturo Iluminado C. de Castro – 2,259,738,302 votes;
9. Mr. Levi F. Diestro (Independent Director) – 2,259,738,302 votes;
10. Mr. Manuel D. Escueta (Independent Director) – 2,259,738,302 votes; and
11. Mr. Vicente J A Sarza (Independent Director) – 2,259,738,302 votes.

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. Dr. Juan Arturo Iluminado C. de Castro;
9. Mr. Levi F. Diestro (Independent Director);
10. Mr. Manuel D. Escueta (Independent Director); and
11. Mr. Vicente J A Sarza (Independent Director).

VII. AMENDMENT OF THE ARTICLES OF INCORPORATION

The Chairman explained that the Corporation intends to amend Article Sixth of the Amended Articles of Incorporation to reduce the number of directors from eleven (11) members to nine (9) members.

Upon motion duly made and seconded, and based on the ballot forms received by the Corporation and tabulated by the stock transfer agent, the stockholders representing 73.98% of the outstanding capital stock of the Corporation unanimously voted to approve the said amendment.

VIII. APPOINTMENT OF THE EXTERNAL AUDITOR

Upon motion duly made and seconded, and based on the ballot forms received by the Corporation and tabulated by the stock transfer agent, the stockholders representing 73.98% of

the outstanding capital stock of the Corporation unanimously voted to appoint SYCIP GORRES VELAYO AND CO. as the Corporation's external auditor for the ensuing year, as recommended by the Audit, Risk Oversight, and Related Party Transactions Committee and approved by the Board of Directors.

IX. APPOINTMENT OF THE STOCK AND TRANSFER AGENT

Upon motion duly made and seconded, and based on the ballot forms received by the Corporation and tabulated by the stock transfer agent, the stockholders representing 73.98% of the outstanding capital stock of the Corporation unanimously voted to appoint STOCK TRANSFER SERVICES, INC. as the Corporation's stock transfer agent for the ensuing year and to serve as such until its successor shall have been appointed and qualified.

X. ADJOURNMENT

There being no other matters to discuss, and upon motion duly made and seconded, the meeting was adjourned at 2:50 o'clock in the afternoon.

AISON BENEDICT C. VELASCO
Corporate Secretary

ATTESTED BY:

JOSE VICENTE C. BENGZON III
Chairman of the Board