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WHISTLEBLOWING POLICY

1. **STATEMENT OF POLICY** - The governance of Vitarich Corporation shall be carried out in a transparent, responsible and accountable manner and with the utmost degree of professionalism and effectiveness. All Vitarich Corporation's (VC) Directors, Officers and Employees must exemplify the behavior and professional demeanor consistent with such laws, rules, regulations, policies and procedures of the highest standard.
2. **BACKGROUND AND PURPOSE** – The purpose of this Whistleblowing Policy is to enable any concerned individual to report and provide information, anonymously if he/she wishes, and even testify on matters involving the actions or omissions of the Directors, Officers and Employees of Vitarich Corporation, that are illegal, unethical, violate good governance principles, are against public policy and morals, promote unsound and unhealthy business practices, are grossly disadvantageous to the Company. All persons, stakeholders, and institutions concerned are encouraged and empowered, through this Policy, to report to Vitarich Corporation, through the modes and procedures herein established all issues and concerns respecting the actions or omissions.
3. **COVERAGE** – This policy shall be applicable to all Directors, Officers and Employees, including workers under Contracts of Service and Consultancy Agreements of Vitarich Corporation.
4. **DEFINITION OF TERMS:**
 - a) Vitarich Corporation Integrity Monitoring Committee (VCIMC) – refers to the Committee tasked with handling the implementation of this Policy.



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- b) Vitarich Corporation Leadership Council (VCLC) – refers to the council, which manages the daily operations of the Company, composed of the President and Chief Executive Officer and Division and Department Managers
- c) Reportable Conditions – Matters that may be brought to the attention of the VCMC through this Policy as enumerated in Section 6.1 below.
- d) Reporting Channels – can be any of the following:
 - (1) VC Website;
 - (2) Face-to face meetings;
 - (3) E-mail;
 - (4) Mail;
 - (5) Telephone;
 - (6) Fax.
- e) Respondent – the person who is the subject of a report filed with the VCIMC pursuant to this Policy;
- f) Retaliation Actions – actions carried out by a Respondent in retaliation against a Whistleblower, such as, but not limited to, discrimination or harassment in the VC workplace carried out by a respondent officer against a whistleblowing employee;
- g) Whistleblower – a person who reports a Reportable Condition to the VCIMC through this Policy.
- h) Whistleblowing Report (WR) – refers to a complaint filed by a Whistleblower about a Reportable Condition.



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5. THE VITARICH CORPORATION INTEGRITY MONITORING COMMITTEE – The VCIMC shall be composed of the following:

- a. Executive Vice President and Director for Corporate Affairs as Chairperson;
- b. Legal Counsel as Vice Chairperson
- c. Executive Assistant to the President;
- d. HRAD and Compliance Manager;

The office of the Legal Counsel will make an initial evaluation of the submitted WRs in accordance with Section 10.3 below and convene the VCIMC accordingly as may be needed. The decisions of the VCIMC on the WRs shall be submitted for approval to the VCLC.

6. SCOPE

6.1. REPORTABLE CONDITIONS. – This policy is intended to be implemented relating to acts or omissions that are of a serious and sensitive character, with considerable negative impact on the Company, as to warrant special attention and action under this Policy. Such acts or omissions must involve violations of the provisions of the Company Rules and Regulations, Standard Operating Procedures, Company circulars and applicable laws and regulations. All WRs must state the specific condition/s, action/s and/or omission/s being complained about, as well as the corresponding laws, rules or regulations allegedly violated. If possible, documentary and other evidence in support of the WRs must be submitted to the VCIMC for evaluation.

6.2. REPORTING CHANNELS

The following are dedicated Reporting Channels which the Whistleblower can use to file any reportable Condition:



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- a. Website:
- b. Face-to-face Meetings: with VCIMC Members;
- c. E-Mail:
- d. Mail: Marilao-San Jose Provincial Road, Sta. Rosa 1, Marilao, Bulacan;
- e. Trunk line: (632) 236-5900.

6.3 ANONYMOUS REPORTING

The VCIMC shall accept WRs made anonymously. The Whistleblower, who files a WR anonymously may choose to provide a manner by which he/she can be contacted without jeopardizing his/her anonymity. Such means shall include, but is not limited to using an email, a prepaid mobile number, and the like. It must be noted, however, that Anonymous reporting is limited to the identity of the Whistleblower. All respondents must be clearly identified by their full names and positions. Furthermore, the alleged violations, actions and/or omissions must also be clearly identified, together with the law, rule, and regulations allegedly violated.

6.4. WITHDRAWAL OF REPORT BY THE WHISTLEBLOWER

If the Whistleblower withdraws his/her WR, the investigation shall continue provided that the evidence gathered is sufficient as determined by the VCIMC;

6.5. RESIGNATION OF RESPONDENT PENDING COMPLETION OF INVESTIGATION



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In the event that the Respondent resigns prior to the final resolution of the case against him, the investigation shall continue provided that the evidence gathered is sufficient as determined by the VCIMC;

7. **CONFIDENTIALITY** – The Company shall ensure confidentiality of all information arising from WRs. It shall treat all reports, including the identity of the Whistleblower and the respondent, in a confidential and sensitive manner. The identity of the Whistleblower will be kept confidential, unless compelled by law or by the Courts to be revealed, or unless the Whistleblower authorized the disclosure of his/her identity;
8. **PROTECTION OF A WHISTLEBLOWER AGAINST RETALIATION** – Retaliation Actions against a Whistleblower will be taken cognizance of by the VCIMC if the WR is made in good faith, and the Company shall extend all possible assistance to the Whistleblower under the law and given the circumstances;
9. **UNTRUE ALLEGATIONS** – If a Whistleblower makes allegations that are determined to be fabricated or malicious falsehoods, and/or he/she persists in making them, legal action may be taken against him by the Company;
10. **PROCEDURE ON HANDLING WHISTLEBLOWING REPORTS:**

10.1. FILING OF WHISTLEBLOWING REPORTS

All WRs must be submitted to the VCIMC through any one of the Reporting Channels enumerated in Section 6.2. While WRs may be filed anonymously, the Whistleblower, whenever applicable, must state his/her connection to the Company, as well his/her general relationship to the Respondent, if any (e.g., Director, Officer, Employee, Customer, Supplier, Creditor, or Concerned Citizen);



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10.2 HANDLING INITIAL RECEIPT OF WHISTLEBLOWING REPORTS

The following VCIMC officials will handle initial receipt of WRs from the different Reporting Channels:

- (a) VC Website;
- (b) Face-to-face meetings- Any Division Manager and/or the members of the VCIMC;
- (c) E-mail - Office of the Legal Counsel
- (d) Mail Office of the Legal Counsel
- (e) Telephone - Any Division Chief and Higher
- (f) Fax - Office of the Legal Counsel

It is the responsibility of the concerned VC officials in cases of face-to-face meetings and teleconferences, to refer and fully disclose the WR to VCIMC. The concerned VC officials shall ask the Whistleblower if he/she is willing to sign/record the transcript of the discussions between them.

10.3. PRELIMINARY EVALUATION OF WHISTLEBLOWING REPORTS

The concerned VC officials receiving WRs shall coordinate with the Office the Legal Counsel for an initial evaluation. the information provided therein. The information in a WR, whether anonymously filed or not, may be considered sufficient in form if:

- a. The VC Director, Officer or employee concerned is identified;
- b. The respondent is identified by his/her full name and position;
- c. Violations and/or charges are specified, including the relevant material facts (e.g., nature of the incident, time and places of the incident, persons involved, evidence, if any, and other important matters necessary to establish a case);



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- d. The corresponding law, rules, or regulations, SOPs or Company Circular provisions violated are specified;
- e. Documents in support of the allegations are submitted.

The office of the Legal Counsel will make the initial determination of whether information provided may be considered as a Reportable Condition, in which case the Legal Counsel will refer the same to the VCIMC for appropriate action. If the Legal Counsel determines that such information does not qualify as a Reportable Condition, the same may be treated as an ordinary complaint which will be acted on in accordance with the Company Rules and Regulations (CRR) on ordinary complaints. The Office of the Legal Counsel reserves the right to disregard WRs that are vague, ambiguous, patently without merit, or are clearly harassment complaints against the respondent/s.

The Legal Counsel shall communicate his/her initial findings on such WRs to the Whistleblower who will be given the opportunity to substantiate the same, failing in which the matters raised in the WR will be considered closed and terminated.

10.4 FULL INVESTIGATION

If the VCIMC finds the WR sufficient in form and substance, VCIMC shall investigate, part of which will involve informing the Respondent of the allegations against him/her and requiring the Respondent to submit comments within fifteen (15) working days from receipt thereof. The VCIMC shall then furnish the Whistleblower a copy of the comments of the Respondent, and give him/her opportunity to provide more information or controverting evidence. If the Whistleblower submits additional information or evidence, the VCIMC shall likewise give Respondent the opportunity to submit rebutting evidence.



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10.5. MONITORING

The VCIMC shall submit to VCLC a quarterly status report of all WRS with the corresponding actions taken.

11. FINAL ACTIONS ON THE WHISTLEBLOWING REPORTS (WRs):

In cases of WRs against VC, their Directors, Officers, and Employees, the VCIMC may pursue any of the following actions:

- a. Dismiss the WR outright for want of palpable merit;
- b. Submit a formal recommendation to the VCLC for the discipline of respondent Office including suspension or removal from office without prejudice to the filing of civil or criminal cases against the respondent;
- c. Enjoin the VC Division or Department to follow and implement the applicable laws or rules and regulations and/or to undertake corrective measures to address the matters raised in the complaint;
- d. Consider the WR closed and terminated if the response of the respondent is found to be adequate.

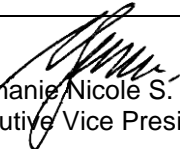
11.2. In cases of WRs against the Chairperson, the President and the Directors, the VCIMC may dismiss the WRs for want of merit, or submit their recommendations on proposed sanctions against the respondents to the Office of the President or to the Board of Directors.

11.3. In cases of WRs against other officers and employees of VC, the VCIMC may dismiss the WRs for want of merit, or submit their recommendations on proposed sanctions against the respondents the VC.



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The VCLC reserves the right to amend or modify the Whistleblower Policy as the need arises or in compliance with applicable laws and/or Company Rules and Regulations. The VCLC is enjoined to monitor and implement the provisions and act on WRs pursuant to the procedures herein enumerated.

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Approved by	Board of Directors, 16 December 2021 Attested by:  Jose Vicente C. Bengzon, III Chairman of the Board of Directors