

ADVISEMENT REPORT ON MATERIAL RELATED PARTY TRANSACTIONS

Reporting PLC: Vitarich Corporation

SEC Identification Number: 21134

Name of Related Party: Luzon Agri Venture, Inc.

Execution Date of Transaction: July 4, 2023¹

Relationship between the Parties including financial/non-financial interest: Affiliates (The parties have interlocking directors and/or officers)

Type/Nature of Transaction and Description of Assets Involved	Terms and Conditions	Rationale for Entering into the Transaction	Total Assets ² of Reporting PLC	Amount/ Contract Price	Percentage of the Contract Price to the Total Assets of the Reporting PLC	Carrying Amount of Collateral, if any	Approving Authority ³
A. Contract to Buy - Broiler	A. Luzon Agriventure, Inc. ("LAVI") shall buy day-old-chicks from Vitarich Corporation ("VITA"). VITA shall sell and supply to LAVI the feeds requirements. LAVI will	These contracts were entered into to undertake complementary operations and ensure the quality of the products produced and purchased by and from each other.	Php5,248,170,849.00 *per Consolidated AFS as of 31 December 2022	Total transactions with LAVI over a 12-month period based on all the contracts, taken together, are estimated to reach about Php1.2 billion, more or less.	Estimated at 23%, more or less	The transactions do not involve any collateral.	The directors present were: 1. Jose Vicente Bengzon, III 2. Ricardo Manuel M. Sarmiento 3. Rogelio M. Sarmiento 4. Stephanie Nicole S. Garcia

¹ Date of execution of the last contract as the execution of this contract triggered the disclosure.

² Total assets shall pertain to consolidated assets if the reporting PLC is a parent company.

³ The information shall include the names of directors present, names of directors who approved the Material Related Party Transaction and the corresponding voting percentage obtained.

B. Contract to Buy (Breeder – Lucban)	<p>grow the day-old-chicks and provide quality and healthy broilers, which VITA shall buy.</p> <p>B. VITA shall sell and LAVI shall buy from VITA its feeds requirements in its breeder farm in Lucban, Quezon. LAVI shall use the feeds brought from VITA in raising the breeder chicken for them to produce hatching eggs in accordance with the Cobb standard in Philippine setting. LAVI shall sell and supply to VITA the</p>						<p>5. Lorenzo Vito M. Sarmiento, III</p> <p>6. Benjamin I. Sarmiento, Jr.</p> <p>7. Juan Arturo Iluminado C. De Castro</p> <p>8. Pierre Carlo C. Curay (independent)</p> <p>9. Vicente J.A. Sarza (independent)</p> <p>The following directors inhibited in the discussion and approval of the transaction to avoid any potential or actual conflict of interest:</p> <p>1. Ricardo Manuel M. Sarmiento</p> <p>2. Rogelio M. Sarmiento</p> <p>3. Stephanie Nicole S. Garcia</p>
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C. Contract to Buy Hatching Egg - Commercial	<p>hatching eggs produced at the said farm.</p> <p>C. VITA shall sell and LAVI shall buy from VITA its feeds requirements at LAVI's breeder commercial farm. LAVI shall use VITA's feeds in the said farm. LAVI shall sell and VITA shall buy from LAVI the hatching eggs produced at said farm.</p>						<p>The following directors approved the transaction unanimously:</p> <ol style="list-style-type: none"> 1. Jose Vicente Bengzon, III 2. Lorenzo Vito M. Sarmiento, III 3. Benjamin I. Sarmiento, Jr. 4. Levi F. Diestro 5. Pierre Carlo C. Curay (independent) 6. Vicente J.A. Sarza (independent) <p>The transactions were approved unanimously by 2/3 of the members of the Board of Directors.</p>
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----SIGNATURE PAGE FOLLOWS---

SIGNATURES

Pursuant to the requirements of the Commission, the company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VITARICH CORPORATION



MARY CHRISTINE C. DABU-PEPITO
Assistant Corporate Secretary⁴

LUZON AGRIVENTURE INC.



MYLENE JOYE E. ANGELES
General Manager³

³ Proof of authority must be attached to the Advisement Report.

REPUBLIC OF THE PHILIPPINES)
QUEZON CITY) S.S.

SECRETARY'S CERTIFICATE

I, Mary Christine C. Dabu-Pepito, of legal age, Filipino, with postal address at c/o Vitarich Corporation, Marilao-San Jose Road, Sta. Rosa I, Marilao, Bulacan, after having been duly sworn in accordance with law, depose, state and certify that:

1. I am the duly elected and incumbent Assistant Corporate Secretary of Vitarich Corporation (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office at Marilao-San Jose Road, Sta. Rosa I, Marilao, Bulacan.

2. At the regular meeting of the Board of Directors of the Corporation held on 30 June 2023 at Royal Woods Resort, Ilang-Ilang Extension, Sta. Rosa II, Marilao, Bulacan, where a quorum was present and acting all throughout, the following resolution was approved and adopted:

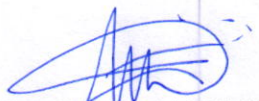
RESOLUTION NO. 2023-63

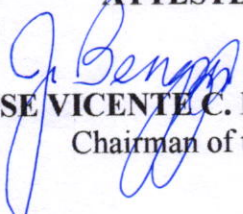
"RESOLVED AS IT IS HEREBY RESOLVED, that the Corporation amend as it hereby amends Resolution No. 2019-40 approved on 23 August 2019 as follows:

"RESOLVED, AS IT IS HEREBY RESOLVED, that the Corporation authorize as it hereby authorizes any one (1) of the following officers to prepare, sign, execute, and submit the Advisement Report in such form as the Securities and Exchange Commission may require, containing the required disclosures under the Rules on Material Related Party Transactions for Publicly Listed Companies for every material related party transaction entered into by the Corporation:

1. Atty. Aison Benedict C. Velasco - Corporate Secretary;
2. Atty. Mary Christine C. Dabu-Pepito - Assistant Corporate Secretary/Compliance Officer/Corporate Information Officer; or
3. Ms. Alicia G. Danque – Senior Vice President and General Manager, Feeds Business Unit/Alternate Corporate Information Officer"

IN WITNESS WHEREOF, I have hereunto set my hands this 3rd day of July 2023 at Quezon City, Philippines.


MARY CHRISTINE C. DABU-PEPITO
Assistant Corporate Secretary

ATTESTED:

JOSE VICENTE C. BENGZON, III
Chairman of the Board

SUBSCRIBED AND SWORN TO BEFORE ME, a Notary Public for and in Quezon City this 3rd day of July 2023, affiant exhibiting to me her Driver's License No. NO1-06-010601 valid until 01 October 2032 as competent evidence of identity.

Doc. No. 133 ;
Page No. 27 ;
Book No. 342 ;
Series of 2023.

ATTY. JASON G. DE BELEN
Roll No. 36259
Adm. No. NP-070 Notary Public
Notary Public for Quezon City
My Commission expires on December 31, 2023
No. 7M Sct. Borromeo St. cor. Panay Ave., Q.C.
IBP No. 259495; Q.C.; 1-3-2023
PTR No. 4007196; Q.C.; 1-3-2023
MCLE VII-0019570; 5-30-22

REPUBLIC OF THE PHILIPPINES)
QUEZON CITY) S.S

SECRETARY'S CERTIFICATE

I, **MARY CHRISTINE C. DABU-PEPITO**, Filipino, of legal age, married and with address at Unit A-20, 3rd Floor, Francesca Tower, EDSA corner Scout Borromeo, Quezon City, after having been duly sworn to in accordance with law, hereby certify that:

1. I am the duly appointed and incumbent Corporate Secretary of **LUZON AGRIVENTURE INC.** ("Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines, with principal office at 2/F A-7 Bldg., #140 Floro Subd., Zigzag Hills, Malhacan, Meycauayan, Bulacan.


2. Based on the records of the Corporation in my possession, the following is a true and correct copy of Resolution No. 2023-17 approved by at least a majority of the Board of Directors during its regular meeting held on 21 June 2023 at the Iron Room, 2nd Floor, Precisione Building, Marilao-Sta. Rosa Rd., Sta. Rosa I, Marilao, Bulacan:

RESOLUTION NO. 2023-17

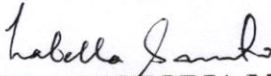
"RESOLVED AS IT IS HEREBY RESOLVED, that the Corporation authorize as it hereby authorizes any one (1) of the following officers to prepare, sign, execute, and submit the Advisement Report in such form as the Securities and Exchange Commission may require, containing the required disclosures under the Rules on Material Related Party Transactions for Publicly Listed Companies for every material related party transaction entered into by the Corporation with a publicly listed corporation:

1. Ms. Isabella Victoria M. Sarmiento – President;
2. Ms. Mylene Joy E. Angeles – General Manager."

IN WITNESS WHEREOF, I have hereunto set my hand this 26th day of June 2023 here at Quezon City.

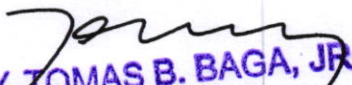

MARY CHRISTINE C. DABU-PEPITO
Corporate Secretary

ATTESTED:


ISABELLA VICTORIA M. SARMIENTO
President

SUBSCRIBED AND SWORN TO before me, a Notary Public for and in Quezon City, this 26th day of June 2023 at Quezon City, affiant exhibiting to me her Driver's License No. NO1-06-010601, valid until 01 October 2032.

Doc. No. 125
Page No. 26
Book No. XII
Series of 2023.



ATTY. TOMAS B. BAGA, JR.
NOTARY PUBLIC
UNTIL DECEMBER 31, 2023
ROLL NO. 13003
ADM. NO. NP-148 (2022-2023)
IBP NO. 0289409 / 01-17-2023 / PASIG CITY
PTR NO. 2130125 / 01-16-2023 / CT. CITY
MCLE NO. VII-0019901 / 05-04-2022 / PASIG CITY
RGH BLDG. TIMOG COR. PANAY AVE. C.B.
Page 1 of 1

CERTIFICATION

I, Mary Christine C. Dabu-Pepito, the Assistant Corporate Secretary/Compliance Officer/Corporate Information Officer of Vitarich Corporation, a corporation duly registered under and by virtue of the laws of the Republic of the Philippines, with SEC registration number 21134 and with principal office at Marilao-San Jose Road, Sta. Rosa I, Marilao, Bulacan, do hereby certify and state that:

- 1) I have caused this Advisement Report to be prepared on behalf of Vitarich Corporation.
- 2) I have read and understood its contents, which are true and correct based on my own personal knowledge and/or authentic records.
- 3) The company, Vitarich Corporation, will comply with the requirements set forth in SEC Notice dated 12 May 2021 for a complete and official submission of reports and/or documents through electronic mail.
- 4) I am fully aware that submitted documents which require pre-evaluation and/or payment of processing fee shall be considered complete and officially received only upon payment of a filing fee.
- 5) The e-mail account designated by the company pursuant to SEC Memorandum Circular No. 28, series of 2020 shall be used by the company in its online submissions to the CGFD.


In witness whereof, I have hereto set my hands this 5th day of July 2023 at Quezon City.



MARY CHRISTINE C. DABU-PEPITO
Assistant Corporate Secretary, Corporate
Information Officer and Compliance Officer

SUBSCRIBED AND SWORN to before me, a Notary Public for and in Quezon City, this 5th day of July 2023 at Quezon City, affiant exhibiting to me her Driver's License No. NO1-06-010601, valid until 01 October 2032 as competent evidence of identity.

Doc. No. 496 ;
Page No. 101 ;
Book No. XIII ;
Series of 2023.



ATTY. TOMAS B. BAGA, JR.
NOTARY PUBLIC
UNTIL DECEMBER 31, 2023
ROLL NO. 13003
ADM. NO. NP-148 (2022-2023)
IBP NO. 0289409 / 01-17-2023 / PASIG CITY
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