

# COVER SHEET

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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
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Contact Person

(+632) 8843-30-33
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Company Telephone Number

1	2	-	3	1
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Month Day

Fiscal Year

1	7	-	C	
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Form Type

Last Friday of  
June

0	6		
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Month

Day

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Secondary License Type. If Applicable

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Dept. Requiring this Doc.

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Amended Articles Number / Section

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Total No. of Stockholders

Total Amount of Borrowings

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Domestic

Foreign

To be accomplished by SEC Personnel concerned

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File Number

LCU

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Document I. D.

Cashier

STAMPS
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**SECURITIES AND EXCHANGE COMMISSION**

**SEC FORM 17-C**

**CURRENT REPORT UNDER SECTION 17  
OF THE SECURITIES REGULATION CODE  
AND SRC RULE 17.2(c) THEREUNDER**

1. **18 December 2024**  
Date of Report (Date of earliest event reported)
2. SEC Identification Number **21134**
3. BIR Tax Identification No. **000-234-398**
4. **VITARICH CORPORATION**  
Exact name of issuer as specified in its charter
5. **Bulacan, Philippines**  
Province, country or other jurisdiction  
of incorporation
6.  (SEC Use Only)  
Industry Classification Code:
7. **Marilao San Jose Road, Sta. Rosa I, Marilao, Bulacan** **3019**  
Address of principal office Postal Code
8. **(+632) 8843-3033**  
Issuer's telephone number, including area code
9. **Not applicable**  
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the  
RSA

Title of Each Class

Number of Shares of Common Stock  
Outstanding and Amount of Debt  
Outstanding

Common Stock  
Total Shares Issued and Outstanding

**3,054,334,014**

11. Indicate the item numbers reported herein: **Item 9. Other Events**

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## **Item 9. Other Events**

Vitarich Corporation ("Corporation") approved the revisions on its Whistleblower Reporting Policy during the regular meeting of its Board of Directors held earlier today, 18 December 2024.

The revisions made aimed to streamline the whistleblower reporting and ensure that the infractions being reported are of a serious and grave matter, which, if proven true, are prejudicial to the Corporation.

Attached is a copy of the Whistleblower Reporting Policy as revised, which revisions are underlined for easier reference.

## **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.

Registrant - **VITARICH CORPORATION**

By:



**MARY CHRISTINE DABU-PEPITO**

Assistant Corporate Secretary, Corporate  
Information Officer and Compliance Officer

Date: 18 December 2024

## WHISTLEBLOWER REPORTING POLICY

(Revised on 18 December 2024)

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.
- 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 VCIMC 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.

**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. Chief Audit Executive
- c. Executive Assistant to the President; as Vice Chairperson
- d. HRAD and Compliance Manager;

**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 any of the following reportable condition as defined below:

- **Conflict of Interest** – Conflict of interests may refer to situations where the respondent's objectivity is impaired because on the incompatibility of the person's self-interest and professional or public interest (e.g. inappropriate relations or questionable transactions with clients or suppliers)

- **Misconduct or Policy Violations** - refer to acts that violate moral or civil law, company rules and regulations, standard operating procedures and/or contractual agreements (e.g., control overrides, acting under false/insufficient authority, etc.).
- **Theft, Fraud or Misappropriation** - refers to fraudulent appropriation of funds or properties entrusted to the Employee's care but owned by the employer or someone else in the organization (e.g., stealing, misappropriation of funds, false representation, etc.).
- **Falsification of documents** - refers to counterfeiting, forging, falsifying or making fraudulent changes to any document (e.g., forgery, alteration, tampering, etc.).
- **Financial Reporting Concerns** - refer to deliberate misstatements in recording and/or reporting business transactions or result of operations (e.g., incorrect recording of financial transactions, irregularities in application of accounting standards, misleading reports, etc.).
- **Retaliation complaints** - those filed by a Whistleblower due to any undesirable action taken against him/her— and in direct response to the Whistleblowing — because he reported wrongdoing (e.g., job harassment, ostracism, unemployment, threat to security, etc.).

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. Any concerns not relating to the above reportable conditions shall be filed with the appropriate unit designated by Vitarich Corporation.

## 6.2. REPORTING CHANNELS

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

- a. Website: Vitarich Corporation Website
- b. Face-to-face Meetings: with VCIMC Members or employee of the VC as agreed by the VCIMC;
- c. E-Mail: whistleblower@vitarich.com
- d. Mail: Vitarich Corporation Integrity Monitoring Committee, Vitarich Corporations Main Office, 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**

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).

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; Chief Audit Executive

- b. Face-to-face meetings- Any Division Manager and/or the members of the VCIMC
- c. E-mail - Chief Audit Executive, HRAD & Compliance Head, and President & CEO
- d. Mail – Chief Audit Executive
- e. Telephone - Chief Audit Executive or HRAD & Compliance Head;
- f. Fax : Chief Audit Executive

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 Chief Audit Executive 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. The communication channel to the Whistleblower was provided (e.g. e-mail address, contact number, chat name, etc.)

- d. 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);
- e. The corresponding law, rules, or regulations, SOPs or Company Circular provisions violated are specified;
- f. Documents in support of the allegations are submitted.
- g. Report pertains to matters that are relevant to the business of Vitarich Corporation

The Chief Audit Executive will make the initial determination of whether information provided may be considered as a Reportable Condition, in which case the Chief Audit Executive will refer the same to the VCIMC for appropriate action. If the Chief Audit Executive 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 Chief Audit Executive reserves the right to disregard WRs that are vague, ambiguous, patently without merit, or are clearly harassment complaints against the respondent/s.

The Chief Audit Executive 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.

#### 10.5. MONITORING

The VCIMC shall submit to the Audit Committee an annual status report of all WRS with the corresponding actions taken.

VCIMC shall report on the following statistics and other relevant matters:

- Number of Whistleblower Reports received
- Number of resolved Whistleblower Reports
- Status of Open Whistleblower Reports
- Summary of Final Resolutions

#### 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 Legal & Compliance Head or Audit Committee 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 to the VCLC.

The VCIMC 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.