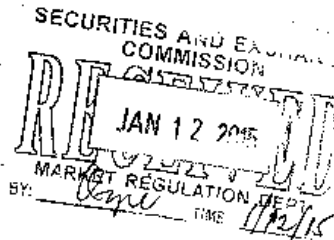




VICTORIAS MILLING COMPANY, INC.



NOTICE OF ANNUAL STOCKHOLDERS' MEETING

TO ALL STOCKHOLDERS:

NOTICE IS HEREBY GIVEN that pursuant to Section 1, Article VIII of the Amended By-Laws, the Annual Stockholders' Meeting of **VICTORIAS MILLING COMPANY, INC. ("VMC")** will be held on Tuesday, February 3, 2015 at 8 o'clock am. at Victorias Golf & Country Club, Victorias City, Negros Occidental.

The **AGENDA** of the meeting will be as follows:

1. Call to Order.
2. Certification of Notice to Stockholders and Quorum.
3. Approval of the Minutes of Stockholders' Meeting held on February 4, 2014.
4. Presentation of the Annual Report.
5. Ratification of Acts and Proceedings of the Board of Directors and Corporate Officers for the Previous Year.
6. Appointment of External Auditors.
7. Approval of the Amendments of the Articles of Incorporation as to the exact address of the Corporation's Principal Place of Business.
8. Election of Members of the Board of Directors.
9. Other Matters
10. Adjournment.

Minutes of the last Regular Stockholders' Meeting and resolutions of the Board of Directors from 01 January 2014 will be available for examination during office hours at the VFC Manila Office located at GD, Pacific Center Building, 33 San Miguel Avenue, Ortigas Center, Pasig City.

Stockholders who will not, are unable to, or do not expect to attend the meeting in person may, at their option, designate their authorized representatives by means of a PROXY which should be submitted to *Atty. Brian Keith F. Hosaka*, at the Office of the Corporate Secretary, located at Paner Hosaka & Ypil Attorneys-at-Law, 502 Pacific Center Building, 33 San Miguel Avenue, Ortigas Center, Pasig City 1600, or to *Atty. Eva A. Vicencio-Rodriguez* at VMC Compound, Victorias City, Negros Occidental **not later than January 13, 2015 at 5 o'clock p.m.**

Only Stockholders of Record as of 5 o'clock p.m. of December 31, 2014 shall be entitled to vote at this meeting.

PLEASE NOTE THAT THE CORPORATION IS NOT SOLICITING PROXIES.

For your convenience in registering your attendance, please present any form of identification, such as driver's license, passport, voter's I.D., Social Security System Member Card or Tax Identification Number Card. Your duly designated proxy is required to present a copy of the duly executed proxy form. Registration will start at 7 o'clock a.m. and will close exactly at 8:00 o'clock a.m.

Please be guided accordingly.



BRIAN KEITH F. HOSAKA
Corporate Secretary